

# Eagle Health Holdings Limited

ACN: 616 382 515

## Notice of Annual General Meeting

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**Date:** 16 May 2018

**Time:** 3:00 pm (AEST)

**Venue:** HWL Ebsworth Lawyers

**Address:** Level 26, 530 Collins Street, Melbourne VIC 3000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

**EAGLE HEALTH HOLDINGS LIMITED**  
**ACN 616 382 515**  
**Notice of Annual General Meeting**

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**MEETING DETAILS**

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Notice is hereby given that the Annual General Meeting of Eagle Health Holdings Limited ACN 616 382 515 will be held at HWL Ebsworth Lawyers, Level 26, 530 Collins Street, Melbourne VIC 3000 on Wednesday, 16 May 2018 at 3:00 pm AEST.

**Important notes:**

1. You may vote on the items of business to be considered at the Meeting, either in person at the Meeting or by completing and returning the enclosed proxy form.
2. If you attend the meeting, you will need to register at the registration desk on the day. Registration will commence at 2:45 pm.
3. Discussion will take place on all the items of business set out below.
4. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.
5. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.
6. As explained in the 'voting exclusion statement' below, certain shareholders are excluded from voting in relation to particular resolutions and the Company must disregard any votes cast by those shareholders. Please do not vote if your vote must be disregarded.

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**1. AGENDA FOR THE MEETING**

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**Item 1 - Financial statements and reports**

The Meeting will consider the financial statements and reports of the Company including the income statement, balance sheet, statement of changes in equity, cash flow statement, the notes to the financial statements, the Directors' declaration and the reports of the Directors and Auditors for the financial year ended 31 December 2017.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

A representative of the Company's external auditor, Grant Thornton Audit, will be present at the Meeting and Shareholders will be given a reasonable opportunity to ask the Company's external auditor questions in relation to the conduct of the audit, the auditor's report, the accounting policies adopted by the Company in relation to the preparation of financial statements, and the independence of the auditor.

The Company's 2017 Annual Report can be viewed online at <http://www.eaglehealthltd.com> and on the ASX website [www.asx.com.au](http://www.asx.com.au).

## Item 2 – Resolutions

### Resolution 1 - Adoption of Remuneration Report

To consider and if thought fit, pass the following resolution as a non-binding resolution:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 December 2017 and included in the Directors’ Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company.”*

**Voting Exclusion Statement:** In accordance with the Corporations Act the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report and their closely related parties (“Excluded Persons”). However, the Company need not disregard a vote if:

- it is cast by an Excluded Person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person 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.

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution if he is authorized to do so by the relevant shareholder.

### Resolution 2 – Re-election of Mr. Andrew Thomson as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, Mr. Andrew Thomson, who was appointed a Director of the Company on 31 January 2017 by a resolution of the Board, retires in accordance with Article 3.3 of the Company’s Constitution and offers himself for re-election pursuant to Article 3.5 of the Constitution and being eligible, is re-elected as a Director.”*

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

### Resolution 3 – Re-election of Mr. Mingwang Zhang as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, Mr. Mingwang Zhang, who was appointed a Director of the Company on 9 December 2016 by a resolution of the Board, retires in accordance with Article 3.3 of the Company’s Constitution and offers himself for re-election pursuant to Article 3.5 of the Constitution and being eligible, is re-elected as a Director.”*

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

### Resolution 4 – Re-election of Ms. Linxiang Chen as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, Ms. Linxiang Chen, who was appointed a Director of the Company on 31 January 2017 by a resolution of the Board, retires in accordance with Article 3.3 of the Company’s Constitution and offers*

*herself for re-election pursuant to Article 3.5 of the Constitution and being eligible, is re-elected as a Director."*

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

#### **Resolution 5 – Re-election of Mr. Rodney Hannington as a Director**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*"That, Mr. Rodney Hannington, who was appointed a Director of the Company on 31 January 2017 by a resolution of the Board, retires in accordance with Article 3.3 of the Company's Constitution and offers himself for re-election pursuant to Article 3.5 of the Constitution and being eligible, is re-elected as a Director."*

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

#### **Resolution 6 – Re-election of Ms. Yuhong Liu as a Director**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*"That, Ms. Yuhong Liu, who was appointed a Director of the Company on 31 January 2017 by a resolution of the Board, retires in accordance with Article 3.3 of the Company's Constitution and offers herself for re-election pursuant to Article 3.5 of the Constitution and being eligible, is re-elected as a Director."*

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

#### **Resolution 7 – Re-election of Mr. Andrew Smith as a Director**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*"That, Mr. Andrew Smith, who was appointed a Director of the Company on 9 December 2016 by a resolution of the Board, retires in accordance with Article 3.3 of the Company's Constitution and offers himself for re-election pursuant to Article 3.5 of the Constitution and being eligible, is re-elected as a Director."*

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

#### **Resolution 8 – Approval of issue of 1,000,000 Options to Rodney Hannington**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 1,000,000 Options in the Company, to Mr. Rodney Hannington, an Executive Director of the Company, or his nominee, on the terms described in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the resolution by or on behalf of Rodney Hannington or any of his associates. However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chairman 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.

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution if he is authorized to do so by the relevant shareholder.

#### **Resolution 9 – Appointment of Auditor**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

*“That, for the purpose of Section 327B of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, being qualified and having been nominated by a Shareholder and consented in writing to act in the capacity of auditor, be appointed as an auditor of the Company.”*

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

#### **Resolution 10 – Approval of additional capacity to issue shares under ASX Listing Rule 7.1A**

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

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons. However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chairman 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.

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

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## **2. Information for shareholders**

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### **Entitlement to attend and vote at the Meeting**

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of ascertaining a person's entitlement to vote at the Meeting, a person will be recognized as a shareholder and the holder of Shares and will be entitled to vote at the Meeting if that person is registered as a holder of those Shares at 7:00 pm AEST on 14 May 2018.

### **Votes**

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

In the case of joint shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and

more than one of the vote of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

### **Proxies**

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy need not be a Shareholder and may be a body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business. An instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filed in will be deemed to be given in the favour of the Chairman of the Meeting.

### ***Voting by Proxy if appointment specifies way to vote:***

Section 250BB(1) of the *Corporations Act* provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution, and if that appointment does specify the way the proxy is to vote, then the following applies:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed; and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution then the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on then the proxy must vote on a poll and must vote as directed; and
- (d) if the proxy is not the chair then the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

### ***Transfer of non – chair proxy to chair in certain circumstances:***

Section 250BC of the *Corporations Act* provides that if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
  - (i) if a record of attendance is made for the meeting – the proxy is not recorded as attending the meeting;

- (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

***Undirected vote – Resolutions 2 to 7, 9 and 10***

Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson will vote undirected proxies on, and in favour of Resolutions 2 to 7, 9 and 10.

***Direction to Chairman for Resolutions 1 and 8***

If the proxy is the Chairman, the Chairman can also vote undirected proxies on Resolution 1 and Resolution 8 provided that proxy form expressly authorises the Chairman to vote on Resolutions 1 and 8 even though Resolutions 1 and 8 are connected with the remuneration of key management personnel.

The Chairman will not vote any undirected proxies in relation to Resolutions 1 and 8 unless the Shareholder expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intentions in their proxy form – Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson intends to, and, if so authorized by a Shareholder, will, vote undirected proxies on, and in favour of Resolutions 1 and 8.

A form of proxy accompanies this Notice.

A corporate shareholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company, by mail to Boardroom Pty Limited, GPO Box 3993 Sydney NSW 2001 Australia, in person at Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW, by facsimile on +61 2 9290 9655 or online at [www.votingonline.com.au/ehhagm2018](http://www.votingonline.com.au/ehhagm2018) by 3:00 pm AEST on 14 May 2018.

**Proxy Forms received later than this time will be invalid.**

**Questions**

The Meeting is intended to give shareholders opportunity to hear both the Chairman and the Group Chief Executive Officer to talk about the year that has just passed and also give some insight into the Company's prospects for the year ahead.

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, Grant Thornton Audit. These questions should relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Grant Thornton Audit if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2017. Relevant written questions for Grant Thornton Audit must be received by the Company no later than 3:00 pm AEST on 9 May 2018. A representative of Grant Thornton Audit will provide answers to the questions at the Meeting.

If you have any questions in regards to this Notice, please contact the Company Secretary, Justyn Stedwell, on +61(0) 3 9191 0135.



## EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

### **Item 1 – Annual Report**

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As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be laid before the Meeting. These reports are contained in the Annual Report, which is available online <http://www.eaglehealthltd.com> and on the ASX website [www.asx.com.au](http://www.asx.com.au).

During this item of business, Shareholders will be given the opportunity to ask questions about, or make comments on, the management of the Company generally but there will be no formal resolution put to the Meeting.

Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask the Company's Auditor, Grant Thornton Audit, questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the audit for the financial year ended 31 December 2017.

Shareholders are requested to submit written questions relating to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2017 to the Company's external Auditor no later than 3:00 pm AEST on 9 May 2018. A representative of Grant Thornton Audit will provide answers to the questions at the Meeting.

### **Item 2 – Resolutions**

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#### **Resolution 1 - Adoption of remuneration report**

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 31 December 2017.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act which have been enacted introduce a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the following Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs,

shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Board believes the Remuneration of the Company's key management personnel (KMP) is appropriate and in line with market rates. The Remuneration Report is set out in the Company's 2017 Annual Report. The 2017 Annual Report can be viewed online at <http://www.eaglehealthltd.com> and on the ASX website [www.asx.com.au](http://www.asx.com.au), (ASX Code: EHH).

#### **Resolution 2 – Re-election of Mr. Andrew Thomson as a Director**

In accordance with Article 3.3 of the Constitution, Mr. Andrew Thomson, a Director appointed on 31 January 2017 by a resolution of the Board of Directors retires at the close of this Annual General Meeting and, being eligible for re-election pursuant to Article 3.5 of the Company's Constitution, offers himself for re-election as a Director.

Details of Mr Thomson's qualifications, experience and special responsibilities are set out in the Company's 2017 Annual Report.

Resolution 2 seeks approval for the re-election of Mr. Andrew Thomson as a Director of the Company.

#### **Resolution 3 - Re-election of Mr. Mingwang Zhang as a Director**

In accordance with Article 3.3 of the Constitution, Mr. Mingwang Zhang, a Director appointed on 9 December 2016 by a resolution of the Board of Directors retires at the close of this Annual General Meeting and, being eligible for re-election pursuant to Article 3.5 of the Company's Constitution, offers himself for re-election as a Director.

Details of Mr Zhang's qualifications, experience and special responsibilities are set out in the Company's 2017 Annual Report.

Resolution 3 seeks approval for the re-election of Mr. Mingwang Zhang as a Director of the Company.

#### **Resolution 4 - Re-election of Ms. Linxiang Chen as a Director**

In accordance with Article 3.3 of the Constitution, Ms. Linxiang Chen, a Director appointed on 31 January 2017 by a resolution of the Board of Directors retires at the close of this Annual General Meeting and, being eligible for re-election pursuant to Article 3.5 of the Company's Constitution, offers herself for re-election as a Director.

Details of Ms. Chen's qualifications, experience and special responsibilities are set out in the Company's 2017 Annual Report.

Resolution 4 seeks approval for the re-election of Ms. Linxiang Chen as a Director of the Company.

#### **Resolution 5 - Re-election of Mr. Rodney Hannington as a Director**

In accordance with Article 3.3 of the Constitution, Mr. Rodney Hannington, a Director appointed on 31 January 2017 by a resolution of the Board of Directors retires at the close of this Annual General Meeting and, being eligible for re-election pursuant to Article 3.5 of the Company's Constitution, offers himself for re-election as a Director.

Details of Mr. Hannington's qualifications, experience and special responsibilities are set out in the Company's 2017 Annual Report.

Resolution 5 seeks approval for the re-election of Mr. Rodney Hannington as a Director of the Company.

#### **Resolution 6 – Re-election of Ms. Yuhong Liu as a Director**

In accordance with Article 3.3 of the Constitution, Ms. Yuhong Liu, a Director appointed on 31 January 2017 by a resolution of the Board of Directors retires at the close of this Annual General Meeting and, being eligible for re-election pursuant to Article 3.5 of the Company's Constitution, offers herself for re-election as a Director.

Details of Ms. Liu's qualifications, experience and special responsibilities are set out in the Company's 2017 Annual Report.

Resolution 6 seeks approval for the re-election of Ms. Yuhong Liu as a Director of the Company.

#### **Resolution 7 – Re-election of Mr. Andrew Smith as a Director**

In accordance with Article 3.3 of the Constitution, Mr. Andrew Smith, a Director appointed on 9 December 2016 by a resolution of the Board of Directors retires at the close of this Annual General Meeting and, being eligible for re-election pursuant to Article 3.5 of the Company's Constitution, offers himself for re-election as a Director.

Details of Mr. Smith's qualifications, experience and special responsibilities are set out in the Company's 2017 Annual Report.

Resolution 7 seeks approval for the re-election of Mr. Andrew Smith as a Director of the Company.

#### **Resolution 8 – Approval of issue of 1,000,000 Options to Rodney Hannington**

Resolution 8 seeks shareholder approval for the issue of 1,000,000 Options to Executive Director, Rodney Hannington, or his nominee. The issue of options to executives as a form of incentive based remuneration is common practice in listed companies and further encourages and rewards efforts by executives to improve the performance of the Company to the commercial benefit of all Shareholders.

The Board believes it is important to offer these Options to continue to attract and maintain highly experienced executives in a competitive market. In addition, the Options may provide the Company with additional funding (if the Options are exercised).

#### **Chapter 2E of the Corporations Act**

Pursuant to Chapter 2E of the Corporations Act a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply. Shareholders have in a general meeting approved the giving of that financial benefit to the related party. The issue of Options to Rodney Hannington constitutes giving a financial benefit and Rodney Hannington is a related party by virtue of being a Director of the Company.

The Directors (other than Rodney Hannington who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Options to Rodney Hannington because the Options form part of Rodney's

remuneration as an officer of the Company and the remuneration is reasonable given Rodney's circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Options to Rodney Hannington as the issue of the Options constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

#### **ASX Listing Rule 10.11**

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1.

It is proposed that Options be issued to Rodney Hannington as part of his remuneration as an Executive Director of the Company.

#### **Information required by ASX Listing Rule 10.13**

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars on the allotment and issue:

<b>Maximum number of securities to be issued</b>	1,000,000 Options
<b>Date of issue</b>	If Shareholder approval is obtained, the issue of the Options will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
<b>Issue price per security</b>	Options will be issued for nil consideration.
<b>Terms of issue</b>	Each Option will entitle the holder to subscribe for one Share in the Company at an exercise price of \$0.50 and will expire on 30/09/2019 and will otherwise be issued on the terms and conditions set out in Annexure 1.
<b>Persons to whom securities will be issued</b>	Rodney Hannington, a Director of the Company, or his nominee.
<b>Intended use of funds</b>	No funds will be raised from the issue of Options.

#### **Resolution 9 – Appointment of Auditor**

Section 327B(1) of the Act provides that a public company must appoint an auditor at its first annual general meeting and thereafter to fill a vacancy in the office of auditor at each subsequent annual general meeting.

In accordance with Section 328B(1) of the Act, the Company has sought and obtained a nomination from a Shareholder for Grant Thornton Audit Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is enclosed with this Notice of Meeting as Annexure 2.

Grant Thornton Audit Pty Ltd has given its written consent to act as the Company's auditor subject to Shareholder approval of this Resolution 9.

If Resolution 9 is passed, the appointment of Grant Thornton Audit Pty Ltd as the Company's auditor will take effect at the close of this Meeting.

#### **Resolution 10 – Approval of additional capacity to issue Shares under ASX Listing Rule 7.1A**

##### **ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12-month period commencing after the annual general meeting (Additional Placement Capacity). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an annual general meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity'. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. Therefore, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 10% of the Company's issued share capital pursuant to ASX Listing Rule 7.1A and up to 15% pursuant to ASX Listing Rule 7.1. If the Additional Placement Capacity is not approved, the Directors will still be allowed to issue equity securities of up to 15% of the Company's issued capital pursuant to ASX Listing Rule 7.1.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

##### **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

##### **(A x D) – E**

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.

- e) Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

### **ASX Listing Rule 7.3A**

In accordance with ASX Listing Rule 7.3A the Company provides the following information.

Any securities issued under the Additional Placement Capacity will be in the same class as existing quoted securities of the Company.

The issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Equity securities under the Additional Placement Capacity may be issued until the earlier of:

- 1 year from the date of the Meeting; and
- the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

Any approval of the Additional Placement Capacity at this Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

The Company may issue equity securities under the Additional Placement Capacity for the following purposes:

- non-cash consideration: for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rules); or

- cash consideration: to raise funds for working capital, to fund due diligence on potential acquisitions and/or to fund cash consideration for acquisitions.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue.

The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial position of the Company; and
- advice from the Company's advisors.

The allottees under the Additional Placement Capacity have not yet been determined but allottees may include existing shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

A voting exclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Table 1 below shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2).

The table also shows:

- I. two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- II. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

**Table 1**

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.16 50% decrease in Issue Price	\$0.32 Issue Price	\$0.64 100% increase in Issue Price
Variable A - 312,548,397 Shares	10% Voting Dilution	31,254,840 Shares	31,254,840 Shares	31,254,840 Shares
	Funds Raised	\$ 5,000,774	\$ 10,001,549	\$ 20,003,097

<b>50% increase in Variable A - 468,822,596 Shares</b>	10% Voting Dilution	46,882,260 Shares	46,882,260 Shares	46,882,260 Shares
	Funds Raised	\$ 7,501,162	\$ 15,002,323	\$ 30,004,646
<b>100% increase in Variable A - 625,096,794 Shares</b>	10% Voting Dilution	62,509,679 Shares	62,509,679 Shares	62,509,679 Shares
	Funds Raised	\$ 10,001,549	\$ 20,003,097	\$ 40,006,195

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue at 29 March 2018.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only shares.
- The issue price of \$0.32 was the closing price of Shares as traded on ASX as at 28 May 2018. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.

The Company has not previously sought approval for the Additional Placement Capacity

A voting inclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Justyn Stedwell

**Company Secretary**

On behalf of the Board of Directors

Eagle Health Holdings Limited



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## GLOSSARY

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In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

**AEST** means Australian Eastern Standard Time.

**Board** means the Board of Directors of the Company.

**Company** means Eagle Health Holdings Limited ACN 616 382 515.

**Constitution** means the constitution of the Company.

**Corporations Act** means Corporations Act 2001 (Cth).

**Explanatory Statement** means the explanatory statement to this notice of Annual General Meeting.

**Meeting** means the Annual General Meeting of the Shareholders of the Company to be held on 16 May 2018, to which the Notice of Meeting and Explanatory Statement relate.

**Notice** or **Notice of Meeting** means this notice of Annual General Meeting of the Company dated 13 April 2018.

**Option** means an option to acquire a Share

**Resolution** means a resolution referred to in the Notice.

**Shares** means a fully paid ordinary share in the Company

**Shareholder** means a holder of Shares.

Words importing the singular include the plural and vice versa.

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## **ANNEXURE 1 – TERMS AND CONDITIONS OF OPTIONS**

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### **Rights Attaching to Options**

The Options entitle the holder to subscribe for one Share upon the exercise of each Option.

(a) **Exercise period**

The Options are exercisable at any time on or prior to the Expiry Date.

(b) **Notice of exercise**

The Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Option being exercised. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(c) **Shares issued on exercise**

Shares issued on exercise of the Options will rank equally with the Shares of the Company.

(d) **Quotation of Shares on exercise**

Application will be made by the Company to the ASX for official quotation of the Shares issued upon the exercise of the Options.

(e) **Timing of issue of Shares**

After an Option is validly exercised, the Company must as soon as possible:

- (i) issue the Share; and
- (ii) do all such acts matters and things to obtain:
  - (A) the grant of quotation for the Share on the ASX no later than 5 days from the date of exercise of the Option; and
  - (B) receipt of cleared funds equal to the sum payable on the exercise of the Options.

(f) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(g) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(h) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E [P - (S + D)]}{N + 1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

(i) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(j) **Quotation of Options**

The Options will be unlisted Options at completion of the Offer. However, the Company reserves the right to apply for quotation of the Options at such time as the Company in its absolute discretion determines. Should the Company make an application for official quotation of the Options and the ASX accepts the application for quotation of the Options then the Options will be listed options from the time that the ASX accepts such application.

Annexure 2

10 April 2018

To:

Eagle Health Holdings Limited (Company)  
Level 2, 15-17 Queen Street Melbourne Victoria 3000

To the Board of Directors

**Nomination of Auditor**

For the purposes of section 328(1) of the Corporations Act 2001, I hereby give you notice of the nomination of Grant Thornton Audit Pty Ltd, to act as auditor of the Company.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Michael Beer', with a long horizontal flourish extending to the right.

Michael Beer



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:00pm AEST on Monday 14 May 2018.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/ehhagm2018>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.

(b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3:00pm AEST on Monday 14 May 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/ehhagm2018>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Eagle Health Holdings Limited

ACN 616 382 515

☐

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Eagle Health Holdings Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **HWL Ebsworth Lawyers, Level 26, 530 Collins Street, Melbourne VIC 3000 on Wednesday 16 May 2018 at 3:00pm (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 8, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 8 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 8). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Andrew Thomson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Mingwang Zhang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Ms Linxiang Chen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Mr Rodney Hannington as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-election of Ms Yuhong Liu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Re-election of Mr Andrew Smith as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of issue of 1,000,000 Options to Rodney Hannington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval of additional capacity to issue shares under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018