



30 March 2023

Dear Shareholder

HEALTH HOUSE INTERNATIONAL LIMITED – UPCOMING ANNUAL GENERAL MEETING OF SHAREHOLDERS

Health House International Limited (ASX:HHI) (Health House or the Company) will hold its Annual General Meeting of its shareholders (Shareholders) at Pathways Corporate, Level 3, 101 St Georges Tce, Perth WA 6000 at 1.00 pm (WST) on Tuesday, 2 May 2023 (the Meeting).

The Company notes that the provision of the Annual Report to shareholders and the holding of this Meeting is later than required under the Corporations Act. The Company intends making an application to the Supreme Court of Western Australia on or about 4 May 2023 (which is the date scheduled for the second court hearing for orders under section 411 of the Corporations Act in relation to a proposed scheme of arrangement between the Company and its shareholders) for orders under section 1322 of the Corporations Act to extend the time to provide the Annual Report and hold the Meeting (and any other necessary or ancillary orders).

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless a Shareholder has requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below.

The Company strongly encourages Shareholders to lodge a directed proxy form prior to the meeting and register their attendance prior to the Meeting if they intend to attend. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, votes and questions may also be submitted during the Meeting.

You can access the Notice of Meeting and Explanatory Memorandum at the Company's website (www.healthhouse.com.au).

Alternatively, a complete copy of the Notice of Meeting and Explanatory Statement has been posted on the Company's ASX market announcements page.

You can lodge your proxy online by clicking on the link(s) below.

%%ExpressID 1 - 10%%

indicates a joint holding

Once you have clicked on the link(s), enter your postcode (Australian address) or country (overseas address), complete the security process, tick the box to confirm you have read the terms & conditions and then follow the instructions to lodge your proxy.

If you are unable to access the Notice of Meeting and Explanatory Memorandum online, please contact the Company Secretary, Tim Slate, on +61 8 6558 0886 or via email at tim.slate@healthhouse.com.au.

Yours faithfully

Tim Slate
Company Secretary
Health House International Limited

This announcement was approved and authorised for release by the Board of Health House International Limited.

If you wish to change your communication options, please go to the registry's website at www.linkmarketservices.com.au

NOTICE OF ANNUAL GENERAL MEETING

Accompanied by an Explanatory Statement
& Proxy Form

Annual General Meeting to be held at the offices
of Pathways Corporate, Level 3, 101 St Georges
Terrace, Perth WA on Tuesday, 2 May 2023 at
1.00pm WST

Health House International Limited

ACN 149 197 651

This *notice of annual general meeting*
and *explanatory statement* should
be read in their entirety.

If you are in doubt as to how
you should vote, you should
seek advice from your
accountant, solicitor or other
professional advisor prior to
voting.

If you wish to discuss this *notice*
of annual general meeting or the
accompanying documents,
please do not hesitate to
contact the *company secretary* on
+61 8 6558 0886.

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Key dates

<i>30 April 2023</i>	snapshot date for eligibility to vote
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<i>30 April 2023</i>	last day for receipt of <i>proxy forms</i> *
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<i>2 May 2023</i>	<i>annual general meeting</i>
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* *proxy forms* received after 1.00pm WST will be disregarded.

Notice of annual general meeting

Notice is hereby given that the *annual general meeting* of Health House International Limited ACN 149 197 651 (**company**) will be held at the offices of Pathways Corporate, Level 3, 101 St Georges Terrace Perth WA on **Tuesday, 2 May 2023 at 1.00pm WST**.

The *company* notes that the provision of the Annual Report to shareholders and the holding of this *annual general meeting* is later than required under the Corporations Act. The *company* intends making an application to the Supreme Court of Western Australia on or about 4 May 2023 (which is the date scheduled for the second court hearing for orders under section 411 of the Corporations Act in relation to a proposed scheme of arrangement between the *company* and its *shareholders*) for orders under section 1322 of the *Corporations Act* to extend the time to provide the Annual Report and hold the *annual general meeting* (and any other necessary or ancillary orders).

The *explanatory statement*, which accompanies and forms part of this *notice*, describes the various matters to be considered.

Terms used in this *notice*, unless the context otherwise requires, have the meanings given to them in the *glossary* set out in the *explanatory statement*.

Agenda

resolution Adoption of remuneration report

1 To consider and, if thought fit, pass with or without amendment the following resolution as a **non-binding advisory resolution**:

“That the remuneration report be adopted by shareholders on the terms and conditions in the explanatory statement.”

Voting prohibition statement:

The *company* will disregard any votes cast on *resolution 1*:

- by, or on behalf of, a member of the *company's key management personnel* named in the *remuneration report* for the financial year ended 30 June 2022 or their *closely related parties* (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who is a member of the *company's key management personnel* at the date of the meeting or their *closely related parties*,

unless the vote is cast as proxy for a person entitled to vote on *resolution 1*:

- in accordance with the directions on the *proxy form*; or
- by the *chair* pursuant to an express authorisation to exercise the proxy even though *resolution 1* relates to the remuneration of the *company's key management personnel*.

resolution Re-election of Hon. Mike Rann as a director

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

That Mike Rann, who retires by rotation, and being eligible, is re-elected as a director under and for the purposes of listing rule 14.4, clause 14.2(b)(iv) of the constitution.

By order of the board of directors

Tim Slate
Company Secretary
30 March 2023

Proxy appointment, voting and meeting instructions

Lodgement of a proxy form

The *proxy form* (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the *proxy form* (and the power of attorney or other authority) must be lodged with the *company* no later than **1.00pm WST on Sunday, 30 April 2023** being not later than 48 hours before the commencement of the *annual general meeting*. Any *proxy form* received after that time will not be valid. *Proxy forms* may be lodged:

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).

by hand (during business hours)

Deliver it to Link Market Services Limited
Level 12
680 George Street
Sydney NSW 2000

by mail

Health House International Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

by fax

+61 2 9287 0309

Appointment of a proxy

A member of the *company* entitled to attend and vote at the *annual general meeting* is entitled to appoint a proxy. The proxy may, but need not be, a *shareholder* of the *company*.

If you wish to appoint the *chairman* as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the *chairman*, please write the name of that person. If you leave this section blank, or your named proxy does not attend the *meeting*, the *chairman* will be your 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 secretary on +61 8 6558 0886 or you may photocopy the *proxy form*.

To appoint a second proxy, you must on each *proxy form* state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both *proxy forms* do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate shareholders

Corporate *shareholders* should comply with the execution requirements set out on the *proxy form* or otherwise with the provisions of section 127 of the *Corporations Act*. Section 127 of the *Corporations Act* provides that a company may execute a document without using its common seal if the document is signed by:

- (a) two directors of the company;
- (b) a director and a company secretary of the company; or
- (c) for a proprietary company that has a sole director who is also the sole company secretary – that director.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act*, in which case the *company* will require a certificate of appointment of the corporate representative executed in accordance with the *Corporations Act*. The certificate of appointment must be lodged with the *company* before the *annual general meeting* or at the registration desk on the day of the *annual general meeting*.

Votes on resolutions

You may direct your proxy how to vote on a *resolution* by placing a mark in one of the boxes opposite the *resolution*. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the *resolutions* 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 *resolutions*, your proxy may vote as he or she chooses. If you mark more than one box on a *resolution* your vote on the *resolution* will be invalid.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the *annual general meeting*, *shares* will be taken to be held by the persons who are registered as holding the *shares* at **1.00pm WST on Sunday, 30 April 2023**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the *annual general meeting*.

Explanatory statement

This *explanatory statement* has been prepared for the information of *shareholders* in relation to the business to be conducted at the *annual general meeting*.

The purpose of this *explanatory statement* is to provide *shareholders* with all information known to the *company* which is material to a decision on how to vote on the *resolutions* in the accompanying *notice of annual general meeting*.

This *explanatory statement* should be read in conjunction with the *notice of annual general meeting*.

Italicised terms in this *explanatory statement* and in the *notice* are defined in the *glossary* in *Schedule 1*.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the *Corporations Act*, the business of the *meeting* will include receipt and consideration of the annual financial report of the *company* for the financial year ended 30 June 2022 together with the declaration of the *directors*, the *directors'* report, the *remuneration report* and the auditor's report.

The *company* will not provide a hard copy of the *company's* annual report to *shareholders* unless requested to do so. The *company's* annual report is available on its website at www.healthhouse.com.au.

2. ADOPTION OF REMUNERATION REPORT

2.1. Background

- 2.1.1. The *Corporations Act* requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.
- 2.1.2. The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.
- 2.1.3. The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2. Voting consequences

- 2.2.1. Under the *Corporations Act*, if, at consecutive annual general meetings:
 - (a) at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report; and
 - (b) at the first of those annual general meetings a *spill resolution* was not put to vote,

a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (*spill resolution*). If required, the *spill resolution* must be put to vote at the second of those annual general meetings.

- 2.2.2. If more than 50% of votes cast are in favour of the *spill resolution*, the company must convene a shareholder meeting (*spill meeting*) within 90 days of the second annual general meeting.
- 2.2.3. All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the *spill meeting* but may stand for re-election at the *spill meeting*.
- 2.2.4. Following the *spill meeting*, those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3. Previous voting results

At the *company's* annual general meeting for the year ended 30 June 2021, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the *spill resolution* is not relevant for this *annual general meeting*.

2.4. Proxy voting restrictions

Shareholders appointing a proxy for this *resolution 1* should note the following:

- (a) If you appoint a member of the *key management personnel* (other than the *chair*) whose remuneration details are included in the *remuneration report*, or a *closely related party* of such a member as your proxy, you must direct your proxy how to vote on this *resolution*. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this *resolution*.
- (b) If you appoint the *chair* as your proxy (where the *chair* is also a member of the *key management personnel* whose remuneration details are included in the *remuneration report*, or a *closely related party* of such a member): you do not need to direct your proxy how to vote on this *resolution*. However, if you do not direct the *chair* how to vote, you must mark the acknowledgement on the *proxy form* to expressly authorise the *chair* to exercise his or her discretion in exercising your proxy even though this *resolution* is connected directly or indirectly with the remuneration of *key management personnel*.
- (c) If you appoint any other person as your proxy, you do not need to direct your proxy how to vote on this *resolution*, and you do not need to mark any further acknowledgement on the *proxy form*.

2.5. Directors' recommendation

The *directors* unanimously recommend that *shareholders* vote in favour of *resolution 1*.

3. RE-ELECTION OF DIRECTOR – HON. MIKE RANN

3.1. Introduction

- 3.1.1. *Listing rule 14.5* provides that an entity which has directors must hold an election of directors at each annual general meeting.
- 3.1.2. *Listing rule 14.4* and the *constitution* sets out the requirements for determining which *directors* are to retire by rotation at an annual general meeting.

3.1.3. Mr Rann retires by rotation and seeks re-election.

3.2. Qualifications and other material directorships

3.2.1. The Hon. Mike Rann AC CNZM, former Premier of South Australia, is a UK, Australian and New Zealand citizen.

Mr Rann served as a politician in Australia for 26 years where he held roles dealing with both national and international relations which included his ambassador roles to the UK and Italy.

Mr Rann holds the positions of CEO to his London based business consultancy, Rann Strategy Group.

3.2.2. Mr Rann has also held directorships with the following listed companies in the past 3 years:

Company	Appointment	Status
Spacetalk Ltd	1 July 2022	Current

3.3. Independence

Mr Rann is considered to be independent.

3.4. Directors' recommendation

The *directors* support the re-election of Mr Rann as a director and unanimously recommend *shareholders* vote in favour of *resolution 2*.

Schedule 1 – Glossary

<i>annual general meeting or meeting</i>	the annual general meeting of <i>shareholders</i> convened by the <i>notice of annual general meeting</i> , or any meeting adjourned thereof.
<i>ASX</i>	ASX Limited ACN 008 624 691, or where the context requires, the Australian Securities Exchange which it runs.
<i>board</i>	the board of <i>directors</i> .
<i>chairman or chair</i>	the chairman of the <i>meeting</i> .
<i>closely related party</i>	has the meaning given to that term in section 9 the <i>Corporations Act</i> .
<i>company</i>	Health House International Limited ACN 149 197 651, a public company incorporated in Australia and listed on the <i>ASX</i> .
<i>company secretary</i>	the company secretary of the <i>company</i> .
<i>constitution</i>	the constitution of the <i>company</i> from time to time.
<i>Corporations Act</i>	the <i>Corporations Act 2001</i> (Cth).
<i>director</i>	a director of the <i>company</i> .
<i>explanatory statement</i>	this explanatory statement which accompanies and forms part of the <i>notice of annual general meeting</i> .
<i>glossary</i>	this glossary of terms.
<i>key management personnel or KMP</i>	those persons having authority and responsibility for planning, directing and controlling the activities of the <i>company</i> , directly or indirectly, including any <i>director</i> (whether executive or non-executive).
<i>listing rules</i>	the official listing rules of <i>ASX</i> from time to time.
<i>notice of annual general meeting or notice</i>	this notice of annual general meeting.
<i>proxy form</i>	the proxy form accompanying this <i>notice of annual general meeting</i>
<i>remuneration report</i>	that section of the <i>company's</i> 2022 annual report that deals with the remuneration of <i>key management personnel</i> .
<i>resolution</i>	a resolution set out in the <i>notice</i> .
<i>schedule</i>	a schedule of the <i>explanatory statement</i> .
<i>shareholders</i>	the holders of <i>shares</i> in the <i>company</i> from time to time.
<i>WST</i>	Western Standard Time, being the time in Perth, Western Australia.



Health House International Limited

ACN 149 197 651

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Health House International Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Health House International Limited and entitled to participate in 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 Annual General Meeting of the Company to be held at **1:00pm (WST) on Tuesday, 2 May 2023 at Pathways Corporate, Level 3, 101 St Georges Terrace, Perth WA** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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 Adoption of remuneration report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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- 2 Re-election of Hon. Mike Rann as a director

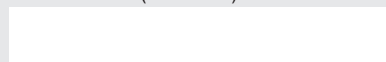
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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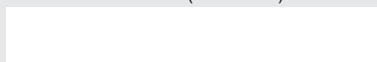
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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).

HHI PRX2301C



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, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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 participate in 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:

- (a) 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
- (b) 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 participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must 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 **1:00pm (WST) on Sunday, 30 April 2023**, 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

<https://investorcentre.linkgroup.com>

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).



BY MAIL

Health House International Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

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