

AZURE HEALTH TECHNOLOGY LIMITED

ACN 111 082 485

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the members of Azure Health Technology Limited (**AZT** or **Company**) will be held at Suite 3, Level 45, 19-29 Martin Place Sydney NSW 2000 at 1:00 pm (Sydney time) on Friday 29 November 2019.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the 2019 Annual General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

Certain terms and abbreviations used in this Notice of Meeting and Explanatory are defined in the Glossary of the Explanatory Memorandum.

ORDINARY BUSINESS

FINANCIAL REPORT

To receive and consider the Annual Financial Statements, the Directors' Report and Audit Report of the Company and its Controlled Entities for the financial period ended 30 June 2019.

To consider, and if thought fit, to pass with or without modification, the following resolutions.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

- 1.1 *'That the Remuneration Report contained in the Annual Report for the financial year ended 30 June 2019 be adopted.'*
- 1.2 Note: the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution 1.

Voting Exclusion Statement

Pursuant to section 250R of the Corporations Act, a vote must not be cast, and the Company will disregard any votes cast (in any capacity) on Resolution 1, by or on behalf of:

- (a) A member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2019; or
- (b) a Closely Related Party of a KMP.

However, a person described above may cast a vote on Resolution 1 if it is not cast on behalf of a person described above and either:

- (a) the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Resolution 1; or

- (b) the chairman of the meeting is appointed as proxy and the appointment of the chairman does not specify the way in which the chairman is to vote and expressly authorises the chairman to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Please note, in accordance with sections 250R(4) and 250R(5) of the Corporations Act, the chairman will not vote any undirected proxies in relation to Resolution 1 unless the shareholder expressly authorises the chairman to vote in accordance with the chairman's stated voting intentions. Please note that if the chairman of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the chair to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the chairman.

If you appoint the chairman as your proxy, you can direct the chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GREGORY STARR

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

'That, for the purpose of clauses 13.2 and 13.5 of the Constitution of the Company, ASX Listing Rule 14.5 and for all other purposes, Mr Gregory Starr who retires, and being eligible, is elected as a Director.'

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JIAYI YU

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

'That, for the purpose of clause 13.5 of the Constitution of the Company and for all other purposes, Mr Jiayi Yu who retires, and being eligible, is elected as a Director.'

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR WEIDONG CHEN

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

'That, for the purpose of clause 13.5 of the Constitution of the Company and for all other purposes, Mr Weidong Chen who retires, and being eligible, is elected as a Director.'

5. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR WEI JIANG

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

'That, for the purpose of clause 13.5 of the Constitution of the Company and for all other purposes, Mr Wei Jiang who retires, and being eligible, is elected as a Director.'

6. RESOLUTION 6 – APPOINTMENT OF AUDITOR

To consider, if thought fit, pass the following resolution as an ordinary resolution:

"That Hall Chadwick NSW, having been nominated by a shareholder and consented to act, be appointed Auditor of the Company."

The Chair intends to vote all undirected proxies in favour of the Resolution.

7. RESOLUTION 7 – AMENDMENTS TO THE CONSTITUTION

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

'That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company is modified by making the amendments summarised in the Explanatory Memorandum with effect from 1 December 2019.'

The Chair intends to vote all undirected proxies in favour of the Resolution.

EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of the Resolutions set out above is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

By Order of the Board

A handwritten signature in dark ink, appearing to be 'G. Starr'.

Gregory Starr
Director and Company secretary
28 October 2019

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 7.00 pm (Sydney time) on Wednesday 27 November 2019 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

PROXIES

A Shareholder who is entitled to attend and vote at the General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder. A Proxy Form is included with this Notice. If you require an additional Proxy Form, please contact Link Market Services Limited.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. The Proxy Form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the corporation's constitution, or signed by a duly authorised officer or attorney. A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 1:00 pm (Sydney time) on Wednesday 27 November 2019 by post or fax to the Company's share registrar, Link Market Services Limited, as listed below.

BY MAIL:	BY FAX:
Azure Health Technology Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235	Azure Health Technology Limited C/- Link Market Services Limited Fax: +61 2 9287 0309

BODY CORPORATE REPRESENTATIVES

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.
- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

VOTING BY PROXIES

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of

business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chairman to vote in accordance with the directions on the Proxy Form.

Subject to the statement below, if a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of that item on a poll.

Please read the directions on the Proxy Form carefully, especially if you intend to appoint the Chairman of the General Meeting as your proxy.

UNDIRECTED PROXIES

The Chairman will vote undirected proxies in favour of all resolutions on the agenda for the General Meeting. The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each Resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you wish to appoint the Chairman as your proxyholder but you do not want to put him in the position to cast your votes in accordance with Chairman's stated voting intention, you can direct the Chairman by completing the appropriate box on the Proxy Form, to vote against or abstain from voting on the Resolutions.

AZURE HEALTH TECHNOLOGY LIMITED

ACN 133 453 531

EXPLANATORY MEMORANDUM

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's Annual Report be adopted. The Remuneration Report is set out in the Company's Annual Report and is also available on the Company's website (www.azureht.com.au).

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (Spill Resolution), to approve calling a general meeting (Spill Meeting). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The Remuneration Report for the financial year ended 30 June 2018 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 8 November 2018. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

1.2 Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

1.3 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

2. RESOLUTION 2 – REELECTION OF DIRECTOR – MR GREGORY STARR

2.1 General

Clause 13.2 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Clause 13.5 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting. Resolution 2 is also for the re-election of Mr Starr in accordance with that rule.

ASX Listing Rule 14.5 provides that a company which has directors must hold an election of directors at each annual general meeting.

Mr Gregory Starr was appointed as a Director on 18 December 2018, while other Directors Mr Weidong Chen and Mr Wei Jiang were appointed as Directors on 15 March 2019, and Mr Jiayi YU was appointed as Director on 28 March 2019. Therefore, pursuant to the Constitution, Mr Gregory Starr, being a Director, retires by rotation at this Meeting, and being eligible, seeks re-election at this Annual General Meeting.

2.2 Qualifications

Mr Starr is an experienced public company director holding senior board positions in a number of ASX listed companies over 20 years. He has been involved in many M&A and debt and equity financial transactions. Over the past 3 years Mr Starr has held executive and non-executive board positions on ASX listed companies, Diatreme Resources Limited, KBL Mining Limited and Dongfang Modern Agriculture Holding Group Limited, and BIR Financial Limited. Mr Starr brings significant corporate governance and investor relations experience in ASX listed companies to the Board.

2.3 Board Recommendation

The Board (with Mr Gregory Starr abstaining) recommends that you vote in favour of this Resolution.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JIAYI YU

3.1 General

Clause 13.5 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting. Resolution 3 is for the re-election of Mr Yu in accordance with that rule.

3.2 Qualifications

Mr Yu has extensive experience in mergers and acquisitions, capital raising and cross border transactions with ASX companies. He was also previously the Chief Executive Officer of ASX listed mining company Anchor Resources Ltd (ASX:AHR).

As a practicing lawyer he has worked for Norton Rose Fulbright in Beijing and Melbourne, Deacons and Maddocks Lawyers in Melbourne.

Mr Yu holds a Bachelor of Law and Commerce from the University of Melbourne, Master of Laws from Boston University, Executive MBA from Columbia Business School and a Doctor of Philosophy from the University of Technology Sydney (UTS).

3.3 Board Recommendation

The Board (with Mr Jiayi Yu abstaining) recommends that you vote in favour of this Resolution.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR WEIDONG CHEN

4.1 General

Clause 13.5 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting. Resolution 4 is for the re-election of Mr Chen in accordance with that rule.

4.2 Qualifications

Mr Chen has extensive experience in cross-border investment and international trade. Mr Chen has extensive international business experience in advising on and facilitating business negotiations with international counterparties.

4.3 Board Recommendation

The Board (with Mr Weidong Chen abstaining) recommends that you vote in favour of this Resolution.

5. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR WEI JIANG

5.1 General

Clause 13.5 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting. Resolution 5 is for the re-election of Mr Jiang in accordance with that rule.

5.2 Qualifications

Mr Jiang is an entrepreneur with versatile business skills and strong track record. As the founder and Chairman of the Hong Kong Lead Capital Group, his work in company restructuring and capital market is well recognised across different sectors in China, including technology, manufacturing, agriculture and retail. He is engaged by numerous companies to advise on company operational and funding issues.

He has developed a unique system to commercialise startup companies by growing its value through bringing funding, knowledge and resources to companies. Mr Jiang is active in the biotechnology industry and committed to growing company values by his international business network and expertise.

5.3 Board Recommendation

The Board (with Mr Wei Jiang abstaining) recommends that you vote in favour of this Resolution.

6. RESOLUTION 6 – APPOINTMENT OF AUDITOR

6.1 Background

On 18 July 2019, in accordance with section 327C of the Corporations Act, the Company appointed Hall Chadwick NSW as auditor of the Company following ASIC's consent to the resignation of the Company's previous auditor, RSM Australia, in accordance with section 329(5) of the Corporations Act.

Following the above appointment and in accordance with section 327C(2) of the Corporations Act, Hall Chadwick NSW holds office as auditor of the Company until the Company's next Annual General Meeting, being the meeting the subject of this Notice of Meeting.

In accordance with section 327B(1) of the Corporations Act, the Company now seeks Shareholder approval for the ongoing appointment of Hall Chadwick NSW as auditor of the Company.

In accordance with section 328B of the Corporations Act, the Company has received notice in writing from a shareholder nominating Hall Chadwick NSW as auditor, a copy of which is annexed to this Notice of Meeting as **Annexure A**.

Hall Chadwick has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company in accordance with section 328A(1) of the Corporations Act.

The appointment of Hall Chadwick NSW will be by vote of Shareholders as an ordinary resolution.

6.2 Board Recommendation

The Board recommends that you vote in favour of Resolution 6.

7. RESOLUTION 7 – AMENDMENTS TO THE CONSTITUTION

7.1 Background – two-tier escrow regime

Changes to the ASX Listing Rules will commence on 1 December 2019 pursuant to which listed entities are required to update their constitution to allow for certain provisions regarding Restricted Securities if the entity has any Restricted Securities on issue. Although the Company does not presently have any Restricted Securities on issue and does not have any present or pending intention to undertake a transaction which would result in the issue of Restricted Securities, the Board considers it prudent to take this opportunity to update the Company's constitution to provide the Company with the flexibility to issue Restricted Securities in future transactions.

As of 1 December 2019, ASX intend to apply a two-tier escrow regime to the implementation of escrow restrictions:

- (a) in respect of more significant holders of Restricted Securities and their controllers, the ASX may require such holders to execute a formal escrow agreement in the form of Appendix 9A of the Listing Rules (as is currently the case); and
- (b) in the respect of less significant holders, the ASX may permit such holders to rely on provisions in the constitution imposing appropriate escrow restrictions on the holders of Restricted Securities and the Company may simply give notice to the holders of Restricted Securities (in the form to be set out in a new Appendix 9C to the ASX Listing Rules) advising them on those restrictions.

To allow for the operation of the new two-tier escrow regime, the Company is proposing to update its Constitution regarding Restricted Securities.

7.2 Background – off market transfer security validation charge

While ASX Listing Rule 8.14 prohibits entities from charging certain fees, 8.14.1 permits entities to charge a reasonable fee to register paper based (off-market) transfers. ASX's Guidance Note 28 assists entities to assess the reasonableness of fees that they may charge for activities referred to in Listing Rule 8.14.1, including paper based off-market transfers.

The Company's share registry charges a security validation fee for off-market transfers, for the additional due processes implemented to undertake appropriate fraud detection measures and was classified as a reasonable fee for the purposes of interpreting Listing Rule 8.14.1.

The security validation fee includes requesting parties to provide certified documentation for review and validation prior to the transfers being registered. There are some exceptions to this charge, such as deceased estates and employee share plans.

In a recent Federal Court case a securityholder argued that the issuer's constitution prohibited any fee being charged to them for the registration of an off-market transfer, and that the security validation fee amounted to a such a fee. The Court found in favour of the securityholder and that the process of security validation formed part of the same process as "registering a transfer", for which no fee could be charged under the issuer's constitution.

The indication from the case above is that, there must be an authority within the constitution for the share registry to continue to charge a security validation fee for off market transfers. The Company is proposing to update its Constitution to reflect this.

7.3 Corporations Act requirement

Under section 136(2) of the Corporations Act, a company can modify its constitution or a provision of its constitution by special resolution. Accordingly, the Company seeks Shareholder approval to amend its Constitution by Special Resolution of Shareholders as set out below.

A copy of the amended Constitution will be available for inspection at the registered office of the Company during normal business hours. A copy of the amended Constitution can also be sent to Shareholders upon request of the Company Secretary.

7.4 Proposed amendments

If Resolution 6 is approved, the Company's Constitution will be amended to give effect the following changes to the ASX Listing Rules regarding Restricted Securities with effect on and from 1 December 2019.

The amendment will insert a new article 2.10A as follows:

2.10A Restricted Securities

- 2.10A.1 If the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the entity's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- 2.10A.2 a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the ASX Listing Rules or ASX; and

27A.5 if a holder of Restricted Securities breaches a restriction deed or a provision of the Company's constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.

Article 7.1 of the Constitution will be amended to read as follows:

7.1 Except where required by law or elsewhere in these Articles, there shall be no restriction on the transfer of Shares. No fees shall be charged on a transfer of any Shares unless permitted by the Listing Rules or as permitted by the applicable laws.

7.5 Board Recommendation

The Board recommends that you vote in favour of this Resolution. Each of the Directors currently intends to vote their respective shareholdings in favour of this Resolution.

GLOSSARY

ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX Limited
ASX Listing Rules	The Official Listing Rules of ASX
Board	Board of directors of the Company
A closely related party	<p>A closely related party of a member of the key management personnel means any of the following:</p> <ul style="list-style-type: none">• a spouse, child or dependent of the member;• a child or dependent of the member's spouse;• anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;• a company the member controls; or• a person prescribed by regulations (as at the date of this Notice of AGM, no additional persons have been prescribed by regulation). <p>a spouse or child of the member;</p>
Company	Azure Health Technology Limited ACN 111 082 485
Constitution	The constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
General Meeting or Annual General Meeting	The general meeting of the Company to be held on 29 November 2019
Key Management Personnel	has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company);

Listing Rules	The Listing Rules of ASX
Notice of General Meeting	The notice of General Meeting to which this Explanatory Memorandum is attached
Restricted Securities	Has the meaning given to it under Chapter 19 of the ASX Listing Rules
Share	A fully paid ordinary share in the Company
Shareholder	A person who holds Shares in the Company

ANNEXURE A

1 May 2019

The Secretary
Azure Health Technology Limited
MLC Centre
Level 45 Suite 03
19-29 Martin Place Sydney NSW
2000

Dear Sir

Notice of Nomination of Auditor

In accordance with the provisions of Section 328(1) of the Corporations Act 2001, I, Wei Jiang, being a member of Azure Health Technology Limited, hereby nominate Hall Chadwick NSW as auditors of the Company.

A handwritten signature in black ink, appearing to read 'Wei Jiang', with a stylized flourish extending from the end.

Wei Jiang
Flat 3601
China Resource Building
26 Harbour Drive
Wanchai
Hong Kong

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LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Azure Health Technology
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
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Azure Health Technology and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1:00pm (AEDT) on Friday, 29 November 2019 at Suite 3, Level 45, 19-29 Martin Place Sydney NSW 2000 (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

1 Adoption of Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-Election of Director – Mr Gregory Starr

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-Election of Director – Mr Jiayi Yu

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Re-Election of Director – Mr Weidong Chen

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Re-Election of Director – Mr Wei Jiang

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 Appointment of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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7 Amendments to the Constitution

<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).



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 attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (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 attend 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 (AEDT) on Wednesday, 27 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

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

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