



## ASX Announcement

19 September 2016

The Manager  
Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

Dear Sir / Madam,

### TRADITIONAL THERAPY CLINICS LIMITED (ASX: TTC) – NOTICE OF GENERAL MEETING

Please be advised that Traditional Therapy Clinics' General Meeting will be held at 2.00pm (AEDT) on Friday, 21<sup>st</sup> October 2016 at the offices of Baker & McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney NSW 2000.

The Notice of Meeting, Explanatory Notes and Proxy Form have been mailed to shareholders today. Copies of these documents follow this announcement and are available on Traditional Therapy Clinic's website [www.ttc-ltd.com](http://www.ttc-ltd.com).

For further information, please contact:

#### Traditional Therapy Clinics Limited

Mr Geoff Ross  
Chairman  
Phone: +61 407 780 683  
Email: [geoff.ross@bridgechinaadvisors.com](mailto:geoff.ross@bridgechinaadvisors.com)

Mr Nicholas Ong  
Company Secretary  
Phone: +61 424 598 561  
Email: [nicholas.ong@minervacorporate.com.au](mailto:nicholas.ong@minervacorporate.com.au)

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Traditional Therapy Clinics Limited is a franchisor and the owner of one of the largest chains (by number of clinics) of traditional therapeutic health and wellness clinics in China. It currently has 332 franchised clinics and 22 owned clinics in operation. It is a well established business with a strong growth profile, employing a repeatable and scalable business model. TTC has a highly recognised and respected brand, having received the prestigious Chinese Well-Known Trademark designation from the State Administration for Industry and Commerce. It operates within a strongly regulated industry sector of significant scale, which offers opportunity for further growth.

TTC is an ASX listed company employing around 1,000 staff across 27 of the 33 administrative divisions in China. More information is available at [www.ttc-ltd.com](http://www.ttc-ltd.com)



## Notice of General Meeting

A General Meeting of Traditional Therapy Clinics Limited ACN 603 792 712 will be held at Baker & McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney NSW 2000 on 21 October 2016 at 2.00 pm (AEDT).

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on +61 8 9486 4036 if you wish to discuss any matter concerning the Meeting.

# Traditional Therapy Clinics Limited

## ACN 603 792 712

### Notice of General Meeting

Notice is hereby given that a general meeting of the Shareholders of Traditional Therapy Clinics Limited will be held at Baker & McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney NSW 2000 (**Meeting**).

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice of Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 2.00 pm (AEDT) on 19 October 2016.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

### Agenda

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#### 1. RESOLUTION 1 - AMENDMENT OF TERMS OF UNQUOTED OPTIONS

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

*"That for the purposes of ASX Listing Rule 6.23.3 and for all other purposes, approval is given for the amendment of the terms of the option deeds and employee share ownership plan to permit the early vesting of:*

- (a) 2,121,428 unquoted options exercisable at \$0.75 each issued to Mr. Andrew Sneddon;*
- (b) 1,131,428 unquoted options exercisable at \$0.75 each issued to Mr. Jeff Fisher;*
- (c) 1,131,428 unquoted options exercisable at \$0.75 each issued to Mr. Glen Lees;*  
*and*
- (d) 509,142 unquoted options exercisable at \$0.75 each issued to Ms. Lisa Dalton,*  
*by amending the vesting condition on the terms of the Options set out in the Explanatory Memorandum."*

A voting exclusion is set out below.

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## 2. RESOLUTION 2 - ISSUE OF OPTIONS TO MR GEOFFREY ROSS

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 10.14 and for all other purposes, approval is given for the Company to issue under the ESOP up to 5,400,000 Options each exercisable at 65 cents expiring 5 years from date of issue, to Mr Geoffrey Ross (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion is set out below.

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## 3. RESOLUTION 3 - ISSUE OF OPTIONS TO MR CHRISTIAN DRYSDALE

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 10.14 and for all other purposes, approval is given for the Company to issue under the ESOP up to 3,840,000 Options each exercisable at 65 cents expiring 5 years from date of issue, to Mr Christian Drysdale (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion is set out below.

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## VOTING PROHIBITION AND EXCLUSION STATEMENTS

Under Listing Rule 14.11, the Company will disregard any votes cast on the following Resolution by the following persons:

Resolution	Persons excluded from voting
Resolution 1 - Amendment of terms of unquoted Options	A person who might obtain a benefit if the Resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities, and an associate of that person.
Resolution 2 - Issue of Options to Mr Geoffrey Ross	The Company will disregard any votes cast on this Resolution by Mr Geoffrey Ross and any of his associates.
Resolution 3 - Issue of Options to Mr Christian Drysdale	The Company will disregard any votes cast on this Resolution by Mr Christian Drysdale and any of his associates.

However, the Company need not disregard a vote if:

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

- (b) it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Nicholas Ong', written in a cursive style.

Nicholas Ong  
Traditional Therapy Clinics Limited  
Company Secretary

**Traditional Therapy Clinics Limited**  
**ACN 603 792 712**

## **Explanatory Memorandum**

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### **INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Baker & McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney NSW 2000 on 21 October 2016 at 2.00 pm (AEDT). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

1. RESOLUTION 1 - AMENDMENT OF TERMS OF UNQUOTED OPTIONS
2. RESOLUTION 2 - ISSUE OF OPTIONS TO MR GEOFFREY ROSS
3. RESOLUTION 3 - ISSUE OF OPTIONS TO MR CHRISTIAN DRYSDALE
4. VOTING PROHIBITION AND EXCLUSION STATEMENTS
5. INTRODUCTION

A Proxy Form is located at the end of this Explanatory Memorandum.

Any forward looking statements in this Explanatory Memorandum are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its Board, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any such forward looking statements in this Explanatory Memorandum.

This Explanatory Memorandum does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting you should consult your financial or other professional adviser.

Please contact the Company Secretary on +61 8 9486 4036 if you wish to discuss any matter concerning the Meeting.

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## 1 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolution.

### 1.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on the Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 2.00 pm on 19 October 2016. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Mail	GPO Box 242 Melbourne VIC 3001 Australia
By Facsimile	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
Lodging Online	Lodge at Computershare's website <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> and logging in using the control number found on the front of your accompanying proxy form, or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode. <b>Note:</b> <i>You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.</i>
Intermediary online subscribers (Institutions/Custodians)	Proxy instruction may be lodged online by visiting <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a>

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

### 1.2 Corporate representatives

Any:

- a) Corporate Shareholder; or
- b) Corporate proxy appointed by a Shareholder

That has appointed an individual to act as its corporate representative at the General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the company's representative.

The authority may be sent to the Company or its share registry, Computershare, in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

An appointment of Corporate Representative form is available by contacting the Company's share registry:

Computershare Investor Services Pty Limited

Phone: 1800 850 505 (within Australia),

Phone +61 3 9415 4000 (outside Australia).

### 1.3 Eligibility to vote

The Directors have determined that, for the purposes of regulations 7.11.37 and 7.11.38 of the Corporations Act Regulations, the Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 5.00pm (AEDT) on 19 October 2016.

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## 2 RESOLUTION 1 - AMENDMENT OF TERMS OF UNQUOTED OPTIONS

### 2.1 Background

Under the Company's ESOP, the Company's former Chairman, Mr. Andrew Sneddon, former Non-Executive Directors, Mr. Jeff Fisher and Mr. Glen Lees, and former Company Secretary, Ms. Lisa Dalton, were to receive a proportion of their remuneration in the form of Options.

Mr. Sneddon, Mr. Fisher, Mr. Lees and Ms. Dalton have been issued with the following number of Options respectively:

Name	Number
Andrew Sneddon	3,300,000
Jeff Fisher	1,760,000
Glen Lees	1,760,000
Lisa Dalton	792,000

According to the original terms of the Options, the Options vest and become capable of exercise in 7 equal tranches over a 3 year period as follows, as long as



the participants have remained as a Non-Executive Director or Company Secretary (as the case may be) up until and including the vesting date:

Tranche	Vesting Date
Tranche 1	On or around the date the Company is accepted for admission to the Official List
Tranche 2	28 February 2016
Tranche 3	28 August 2016
Tranche 4	28 February 2017
Tranche 5	28 August 2017
Tranche 6	28 February 2018
Tranche 7	28 August 2018

In accordance with the schedule and the terms, the first two tranches of the Options have been vested, and the third tranche is due to be vested on 28 August 2016.

Further details of the ESOP and the terms of the Options can be found in the Prospectus of the Company dated 30 June 2015.

## 2.2 Resignation of the Non-Executive Directors and Company Secretary

The original Board made great contributions to Company's initial plans including their work relating to the IPO, for setting up the strategy regarding owned stores and the procedures for acquisitions, attracting good investors including Australian institutional investors, conducting the rights issue and DRP, and setting up internal processes.

Due to the outstanding progress that the initial directors have brought about, the Board has decided that it is now time to focus on the Company's Chinese business development. This means that new directors with stronger skills and experience dealing with the Chinese market and cross-border matters had to be appointed to best suit the needs and goals of the Company at this stage.

Accordingly, Mr. Jeff Fisher and Mr. Glen Lees, as Non-Executive Directors, and Ms. Lisa Dalton, as Company Secretary, have resigned from the Board to be replaced by new directors and a new company secretary who are more suited for the Company's current stage of development. This has been announced to the market on 7 July 2016.

Mr. Andrew Sneddon has also stepped down from the role of Chairman of the Board, and will resign as Non-Executive Director within a month to allow for the smooth transition of Board members.

### **2.3 Intention to Amend the Vesting Conditions and Allow for Early Vesting of Options**

The Company recognizes that it could not have achieved its initial goals without the significant contribution of the original Directors. Therefore, the Company intends to amend the terms of the options so to waive the vesting conditions and allow for 90% of the remaining unvested Options to be vested within this year. The Company believes that this is the most appropriate and fair remuneration to them.

The total number of remaining unvested Options is 5,437,140 and the total number of unvested options to be vested early is 4,893,426 and the total number of issued capital as of the date of this Notice is 231,671,190 ordinary shares. Thus, the unvested options to be vested early are around 2.11% of the current issued capital.

### **2.4 ASX Waiver of Listing Rule 6.23.3**

The Company has applied for and was granted a waiver from ASX Listing Rule 6.23.3 on 28 July 2016 on the basis that the number of options is insignificant and subject to shareholder approval.

Listing rule 6.23.3 stipulates that changes to option terms which have the effect of reducing the exercise price, increasing the number of securities received on exercise are prohibited. These terms are considered to be so fundamental and integral to the terms of the options when granted that they cannot be changed even with the approval of shareholders. These option terms determine the intrinsic value (if any) which may be attributed to the options. The valuation of the options and investors' decisions whether to buy, hold, sell, or exercise the options depends upon investors having certainty as to the terms of the options. To ensure the integrity of the market, any changes to the fundamental terms of the options are prohibited.

### **2.5 Directors' Recommendation**

After considering all the relevant factors, Mr. Geoff Ross, Mr. Christian Drysdale, Mrs. Zhirong Hu and Mr. Sanzheng Zhang recommend that the Shareholders vote in favour of the Resolution 1 for the following reasons:

- (a) after a full and proper assessment of all available information, they believe that the early vesting of the unquoted Options is in the best interests of TTC's Shareholders, and
- (b) in the opinion of them, the benefits of the early vesting of the unquoted Options outweigh its disadvantages.

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### 3 RESOLUTION 2 - ISSUE OF OPTIONS TO MR GEOFFREY ROSS

#### 3.1 Background

Members are asked to approve the issue to Mr Geoffrey Ross (or his nominee), being the Chairman of the Board of 5,400,000 Options under the ESOP.

The Directors believe that the quantum of Options and Shares to be issued to Mr Geoffrey Ross, subject to approval by the Members, is reasonable given the Company's important stage of development and the challenges ahead. The purpose and advantage of these Options is to provide a non-cash form of remuneration that further aligns the interests of Mr Ross with shareholders and also promotes an ownership culture by him.

#### 3.2 Regulatory requirements

According to Listing Rule 10.14, securities, including Options cannot be issued to a Director under an employee incentive scheme such as the ESOP without first obtaining shareholder approval. The Board requests shareholder approval for the proposed issue of Options to Mr Ross for the purpose of the Listing Rule 10.14.

#### 3.3 Option Terms and Conditions

The following information is provided for the purposes of the Listing Rule 10.15.

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<b>Issue Date</b>	On or about 21 October 2016
<b>Number of Options to be issued</b>	5,400,000
<b>Quotation</b>	Options issued will not be quoted on the ASX. The Company will make application to the ASX for official quotation of Shares issued on Options vesting and being exercised.
<b>Vesting Date</b>	The Options vest and become capable of exercise in 6 equal tranches over a 3-year period as follows:
	<hr/>
Tranche 1	1 January 2017
	<hr/>
Tranche 2	1 July 2017
	<hr/>
Tranche 3	1 January 2018
	<hr/>
Tranche 4	1 July 2018
	<hr/>
Tranche 5	1 January 2019
	<hr/>
Tranche 6	1 July 2019

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<b>Issue price per Option</b>	No amount is payable on issue of the Options
<b>Exercise Price</b>	A\$0.65 per Option
<b>Expiry Date</b>	<ul style="list-style-type: none"> <li>Options that have vested expire at 5.00pm AEDT, 5 years from the date of the issuance; and</li> <li>Unvested Options expire on the earlier to occur of resignation, removal from office, death or permanent disablement, unless the Board determines otherwise.</li> </ul>
<b>Exercise Period</b>	Each Option that has vested may be exercised at any time from the Vesting Date to any time prior to the Expiry Date by delivery to the Company of a notice of exercise, accompanied by payment of the Exercise Price.
<b>Vesting Condition</b>	Participant must have remained as a Director up until and including the Vesting Date.
<b>Restrictions</b>	Option holder is not entitled to assign, transfer, sell, encumber, hedge or otherwise deal with Options, except in accordance with the ESOP Rules and the Securities Trading Policy.
<b>Loan terms</b>	There is no applicable loan.

### 3.4 Directors' Recommendation

After considering all the relevant factors, Mr. Christian Drysdale, Mrs. Zhirong Hu and Mr. Sanzheng Zhang unanimously recommend that Members vote in favour of the resolution in Resolution 2.

## 4 RESOLUTION 3 - ISSUE OF OPTIONS TO MR CHRISTIAN DRYSDALE

### 4.1 Background

Members are asked to approve the issue to Mr Christian Drysdale (or his nominee), being the Non-Executive Director of the Company of 3,840,000 Options under the ESOP.

The Directors believe that the quantum of Options and Shares to be issued to Mr Christian Drysdale, subject to approval by the Members, is reasonable given the Company's important stage of development and the challenges ahead. The purpose and advantage of these Options is to provide a non-cash form of remuneration that further aligns the interests of Mr Drysdale with shareholders and also promotes an ownership culture by him.

## 4.2 Regulatory requirements

According to Listing Rule 10.14, securities, including Options cannot be issued to a Director under an employee incentive scheme such as the ESOP without first obtaining shareholder approval. The Board requests shareholder approval for the proposed issue of Options to Mr Drysdale for the purpose of the Listing Rule 10.14.

## 4.3 Option Terms and Conditions

The following information is provided for the purposes of the Listing Rule 10.15.

<b>Issue Date</b>	On or about 21 October 2016												
<b>Number of Options to be issued</b>	3,840,000												
<b>Quotation</b>	Options issued will not be quoted on the ASX. The Company will make application to the ASX for official quotation of Shares issued on Options vesting and being exercised.												
<b>Vesting Date</b>	The Options vest and become capable of exercise in 6 equal tranches over a 3-year period as follows: <table border="1"><tr><td>Tranche 1</td><td>1 January 2017</td></tr><tr><td>Tranche 2</td><td>1 July 2017</td></tr><tr><td>Tranche 3</td><td>1 January 2018</td></tr><tr><td>Tranche 4</td><td>1 July 2018</td></tr><tr><td>Tranche 5</td><td>1 January 2019</td></tr><tr><td>Tranche 6</td><td>1 July 2019</td></tr></table>	Tranche 1	1 January 2017	Tranche 2	1 July 2017	Tranche 3	1 January 2018	Tranche 4	1 July 2018	Tranche 5	1 January 2019	Tranche 6	1 July 2019
Tranche 1	1 January 2017												
Tranche 2	1 July 2017												
Tranche 3	1 January 2018												
Tranche 4	1 July 2018												
Tranche 5	1 January 2019												
Tranche 6	1 July 2019												
<b>Issue price per Option</b>	No amount is payable on issue of the Options												
<b>Exercise Price</b>	A\$0.65 per Option												
<b>Expiry Date</b>	<ul style="list-style-type: none"><li>Options that have vested expire at 5.00pm AEDT, 5 years from the date of the issuance; and</li><li>Unvested Options expire on the earlier to occur of resignation, removal from office, death or permanent disablement, unless the Board determines otherwise.</li></ul>												

<b>Exercise Period</b>	Each Option that has vested may be exercised at any time from the Vesting Date to any time prior to the Expiry Date by delivery to the Company of a notice of exercise, accompanied by payment of the Exercise Price.
<b>Vesting Condition</b>	Participant must have remained as a Director up until and including the Vesting Date.
<b>Restrictions</b>	Option holder is not entitled to assign, transfer, sell, encumber, hedge or otherwise deal with Options, except in accordance with the ESOP Rules and the Securities Trading Policy.
<b>Loan terms</b>	There is no applicable loan.

#### **4.4 Directors' Recommendation**

After considering all the relevant factors, Mr. Geoff Ross, Mrs. Zhirong Hu and Mr. Sanzheng Zhang unanimously recommend that Members vote in favour of the resolution in Resolution 3.

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## SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Memorandum:


<b>ASX</b>	means the Australian Securities Exchange.
<b>Board</b>	means the board of Directors.
<b>Chairman</b>	means the chair of the Board.
<b>Company or TTC</b>	means Traditional Therapy Clinics Limited ABN 68 603 792 712.
<b>Constitution</b>	means the constitution of the Company.
<b>Director</b>	means a director of the Company.
<b>ESOP</b>	means the Employee Share Ownership Plan of the Company.
<b>Explanatory Memorandum</b>	means this explanatory memorandum.
<b>Listing Rules</b>	means the listing rules of the ASX.
<b>Meeting</b>	means the meeting convened by this Notice (as adjourned from time to time).
<b>Non-Executive Director</b>	means a non-executive directors of the Company.
<b>Notice</b>	means this notice of meeting.
<b>Option</b>	means an option to subscribe for a Share or Shares in the Company.
<b>Proxy Form</b>	means the proxy form attached to this Notice.
<b>Resolution</b>	means a resolution set out in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share or Shares.



Traditional Therapy Clinics Limited  
ACN 603 792 712

TTC  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:

 **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the notice of meeting online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I999999999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 2:00pm (AEDT) Wednesday 19 October 2016**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

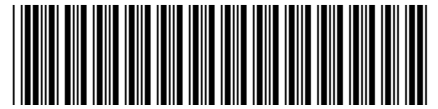
**GO ONLINE TO VOTE,  
or turn over to complete the form** →





MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Traditional Therapy Clinics Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Traditional Therapy Clinics Limited to be held at Baker & McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney NSW 2000 on Friday, 21 October 2016 at 2:00pm (AEDT) and at any adjournment or postponement of that meeting.

## STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Amendment of Terms of Unquoted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of Options to Mr Geoffrey Ross	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Options to Mr Christian Drysdale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

<p><b>Individual or Securityholder 1</b></p> <input style="width: 100%; height: 20px;" type="text"/> Sole Director and Sole Company Secretary	<p><b>Securityholder 2</b></p> <input style="width: 100%; height: 20px;" type="text"/> Director	<p><b>Securityholder 3</b></p> <input style="width: 100%; height: 20px;" type="text"/> Director/Company Secretary
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Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_