



22 April 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 2016 Annual General Meeting

Traditional Therapy Clinics' Annual General Meeting will be held at 12 noon (Sydney time) on Thursday 26th May 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

Traditional Therapy Clinics' 2015 Annual Report has also been mailed to shareholders who have elected to receive a printed copy. A copy of the 2015 Annual Report was lodged with ASX on 15 March 2016 and is also available on Traditional Therapy Clinic's website www.ttc-ltd.com.

Yours faithfully

Lisa Dalton
Company Secretary



Traditional Therapy Clinics Limited
ACN 68 603 792 712

Notice of 2016 Annual General Meeting and Explanatory Notes

Time of Meeting: 12 noon (Sydney time)

Date of Meeting: Thursday, 26th May 2016

Place of Meeting: Offices of Baker & McKenzie
Level 27, AMP Centre
50 Bridge Street
Sydney NSW 2000

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Members of Traditional Therapy Clinics Limited, ACN 68 603 792 712, (the Company) will be held at **12 noon (Sydney time) on Thursday, 26th May 2016** at the offices of Baker and McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney, NSW, 2000.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form by no later than **12 noon (Sydney time) on Tuesday 24 May, 2016**. Information to assist Members to complete the Proxy Form and details of where to send the completed Proxy Form can be found on page 3 of the Notice under the heading "How to Appoint a Proxy".

The accompanying Explanatory Notes provide information pertaining to the Resolutions, voting, a summary of important information and Defined Terms (page 10) and form part of this Notice and should be read in conjunction with it.

The Directors recommend that Members read the Notice of Meeting and the Explanatory Notes in full before making any decision in relation to the Resolutions.

Ordinary Business

Resolution 1: Annual Financial Report and Directors' and Auditor's Report

To receive and consider the Company's 2015 Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial statements for the Company and its controlled entities for the financial year ended 31 December 2015.

Resolution 2: Remuneration Report

To consider and, if thought fit, pass the following as a resolution in accordance with Section 250R (2) Corporations Act:

"That the Remuneration Report for the year ended 31 December 2015 (as set out in the Directors' Report), be adopted."

Resolution 3: Re-election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

- a) *"That **Mr Glen Lees**, who retires in accordance with Rule 21.2 of the Constitution and being eligible, be re-elected as a Director of the Company".*
- b) *"That **Mr Jeffrey Fisher**, who retires in accordance with Rule 21.2 of the Constitution and being eligible, be re-elected as a Director of the Company".*

Resolution 4: Appointment of Auditor

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

"That, pursuant to and in accordance with section 327B of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd having been nominated by a Member and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions set out in the Explanatory Notes."

Special Business

Resolution 5: Approval of Issue of Shares

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

"That, for the purposes of Listing Rule 7.4 (as applicable) and for all other purposes, the issue of 10,237,280 Shares to the Sophisticated Investors, details of which are set out in the Explanatory Notes, be authorised and approved."



General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Voting exclusion statement

In accordance with the Listing Rules and the Corporations Act, the Company will disregard any votes cast on each resolution (as applicable) by certain persons identified as being excluded from voting on that resolution.

Terms used below are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

The Company will disregard any votes cast on:

- **Item 2: Adoption of Remuneration Report**, by any member of the Key Management Personnel or any Closely Related Party of such a member; and
- **Item 5: Approval of issue of shares** by:
 - a) a person who may participate in the issue and
 - b) a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, or any associate of such person (or persons).

However, the Company may not disregard a vote cast if it is cast:

- By a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- By the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides, even if the resolution is connected directly or indirectly with the remuneration of KMP.

Important Information

How to vote

You may vote at the meeting by attending the Meeting, by person or by proxy.

- To vote in person you must attend the Meeting to be held at **12 noon (AEST) on Thursday, 26 May 2016** at the Offices of Baker & Mackenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney, NSW, 2000
- If you wish to vote by proxy, your proxy form must be received by the Company no later than **12 noon (AEST) on 24 May 2016**. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms can be lodged by:
 - Posting it to GPO Box 242, Melbourne VIC 3001 Australia
 - Lodging it online at Computershare's website **www.investorvote.com.au** 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: **Note: You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.**
 - Faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
 - Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting **www.intermediaryonline.com**

Entitlement to vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Members as at **6.00 pm (Sydney time) on Tuesday, 24 May 2016**. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

How to Appoint a Proxy?

The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms:

- a) a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- b) a proxy need not be a Member of the Company;
- c) a Member may appoint a body corporate or an individual as its proxy;
- d) a body corporate appointed as a Member's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Member's proxy; and

- e) Members entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Member appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of the appointment of corporate representative should be completed and lodged in the manner specified below.

If proxy holders vote on a poll, they must vote all directed proxies as directed. Any directed proxies which are not voted on a poll will automatically default to the person chairing the Meeting, who must vote the proxies as directed

Proxy forms must be lodged by **12.00 noon (Sydney time) on Tuesday, 24 May 2016**.

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

Important Information on appointing a Proxy for resolutions 2,

The Corporations Act places certain restrictions on the ability of KMP (including the person chairing the Meeting) and their CRP to vote on resolution 2 including where they are voting as proxy for another Member.

To ensure that your votes are counted, you are encouraged to direct your proxy as to how to vote on resolution 2 by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form.

The Chair of the Meeting intends to vote all undirected proxies in favour of resolutions 2.

If you appoint the Chair of the Meeting as your proxy but you do not direct the Chair how to vote in respect of resolution 2 you will be directing the Chair to vote in favour of the resolution and the Chair will vote in this way, even though the resolution is in connection with the remuneration of KMP.

Corporate representatives

Any:

- a) corporate Member; or
- b) corporate proxy appointed by a Member,

that has appointed an individual to act as its corporate representative at the Annual 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 that company's representative.

The authority may be sent to the Company or its share registry, Computershare, in advance of the Annual General Meeting or handed in at the Annual 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).

Questions on how to cast your votes

If you have any queries on how to cast your votes, please call the Company's share registry:

Computershare Investor Services Pty Limited

Phone: 1800 850 505 (within Australia),

Phone: +61 3 9415 4000 (outside Australia).

Questions about Traditional Therapy Clinics Limited

Members may direct questions during the meeting to the Chairman about the operations and management of Traditional Therapy Clinics Limited.

In addition, a question form has been included with this Notice of Meeting to make it easier for Members to submit written questions.

Please submit written questions by no later than **5pm (Sydney time) on Tuesday 17 May 2016** to the Company Secretary by post, fax or email at the address below:



Written Questions to the Company

To be submitted by:

Time: 05:00 pm (AEST)

Date: Tuesday, 17 May 2016

By Post:

Ms Lisa Dalton (Company Secretary)
Traditional Therapy Clinics Limited
Level 36, Gateway, 1 Macquarie Place, Circular Quay
Sydney, NSW, Australia, 2000

By Email: lisa.dalton@mac.com

After the Meeting

After the meeting, all Members are invited to join the Directors and Management for light refreshments.

By order of the Board

Lisa Dalton
Company Secretary
20 April 2016

Explanatory Notes

This Explanatory Notes are provided to Members of the Company to explain the resolutions to be put to Members at the Annual General Meeting to be held at Baker & McKenzie, Level 27 AMP Centre, 50 Bridge Street, Sydney, NSW, 2000 on Thursday 26 May, 2016 at 12 noon (Sydney time)

The Directors recommend that Members read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Notes are defined on page ## of this document.

Information pertaining to the Resolutions

Resolution 1: Annual Financial Report and Directors' and Auditor's Report

The Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial report for the Company and its controlled entities for the financial year ended 31 December 2015 were released to ASX Limited on 15 March 2016.

The Company's Annual Report is placed before the Members for discussion.

No voting is required for this resolution.

If you have a question for the Company's Auditor Before the Annual General Meeting

As a Member, you may submit a written question to the Auditor prior to the Meeting provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All questions must be sent to the Company Secretary and may not be sent to the Auditor. The Company will then forward all questions to the Auditor.

Written Questions to the Auditor

To be submitted by:

Time: 05:00 pm (AEST)

Date: Tuesday, 17 May 2016

By Post:

Ms Lisa Dalton (Company Secretary)
Traditional Therapy Clinics Limited
Level 36, Gateway, 1 Macquarie Place, Circular Quay
Sydney, NSW, Australia, 2000

By Email: lisa.dalton@mac.com

If you have a question for the Company's Auditor at the Meeting

The Auditor will be attending the Annual General Meeting and will answer written questions submitted prior to the Meeting.

The Auditor will also be available to answer questions from Members relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- the independence of the Auditor in relation to the conduct of the audit.



Resolution 2: Remuneration Report

The Board has submitted its Remuneration Report to Members for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is in the Directors' Report and set out on pages 17-28 of the Annual Report for the period ended 31 December 2015. The 2015 Annual Report is available on the Company's website www.ttc-ltd.com

The Remuneration Report:

- Explains the Board's policy for determining the nature and amount of remuneration of executives of the Company including the Managing Director; and
- Sets out remuneration details for each Director and the other Key Management Personnel of the Company; and

Members will be given a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate and support achievement of the strategic objectives of the Company.

Director's recommendation:

The Board unanimously recommends that Members vote in favour of adopting the Remuneration Report.

Note to Members: A vote on this resolution is advisory only and does not bind the Directors.

Resolution 3: Re-election Directors

Under Rule 21.2 of the Constitution, while the Company is admitted to the Official List, at least one Director must retire from office at each annual general meeting unless there has been an election of Directors earlier that year. The Directors have determined between them that Mr Glen Lees and Mr Jeffrey Fisher will both retire from office and being eligible will offer themselves for re-election by Members.

Resolution 3(a): Re-election of Mr Glen Lees as a Director

Mr Glen Lees was appointed as a Director at the time the Company was incorporated and is the Chairman of the Audit and Risk Committee. Mr Lees retires at the Meeting pursuant to rule 21.2 of the Constitution and, being eligible, presents himself for re-election by the Members.

Glen Lees	<p>Glen Lees is currently a shareholder and the CFO of the Casual Dining Concepts Group which owns and operates the Bondi Pizza chain of casual dining restaurants.</p> <p>Prior to this Glen was a shareholder and the CFO of Oporto Franchising from 1998 to 2011, when the Oporto business (along with the Red Rooster and Chicken Treat businesses) was purchased by Archer Private Equity.</p> <p>In 2007 the Oporto business was acquired by Quadrant Private Equity and Glen remained on as a shareholder and the CFO for the following 4 years until the business was sold to Archer Private Equity.</p> <p>Prior to this Glen owned and operated a successful franchised business in the automotive industry and sold this business in 1998 in order to join the Oporto business.</p> <p>Before going into business on his own Glen worked for Coopers & Lybrand in the Audit division and then Horwath's in the Business Recovery & Insolvency Division.</p> <p>Glen has over 22 years of business, retailing and franchising experience.</p>		
Role	<p>Non Executive Director</p> <p>Chairman, Audit and Risk Committee</p> <p>Member, Nomination and Remuneration Committee</p>		
Appointed	24 February 2015		
Other current principal directorships	Nil		
Legal or disciplinary action	Nil	Insolvent companies	Nil

Directors' recommendation:

The Directors, with Mr Glen Lees abstaining, recommend that you vote in favour of this ordinary resolution to re-elect Mr Glen Lees as a Director.

Resolution 3(b): Re-election of Mr Jeffrey Fisher as a Director

Mr Jeffrey Fisher was appointed as a Director at the time the Company was incorporated and is the Chairman of the Nominations and Remuneration Committee. Mr Fisher retires at the Meeting pursuant to rule 21.2 of the Constitution and, being eligible, presents himself for re-election by the Members.

Jeffrey Fisher	Non-executive Director, Jeff Fisher, is a shareholder and the CEO of Casual Dining Concepts, owner of the Bondi Pizza Casual Dining Restaurant chain and has had over 30 years of retailing and franchising experience. Jeff was formerly the CEO and a shareholder of the Oporto Group from 2003 up until 30 June 2011 when the Oporto business (along with the Red Rooster and Chicken Treat businesses) were purchased by Archer Private Equity. In 2007 the Oporto was acquired by Quadrant Private Equity and Jeff remained on as CEO for the following 4 years until the sale to Archer Private Equity. Prior to Oporto, Jeff worked for Barbeques Galore as the National Operations Manager covering both company and franchised outlets, and was heavily involved in the roll out of franchised BBQ Galore stores across the USA. He has held senior management roles with Coles Myer, The Warehouse Group and John Danks in various operational capacities.		
Role	Non Executive Director Chairman, Nomination and Remuneration Committee Member, Audit and Risk Committee		
Appointed	24 February 2015		
Other current principal directorships	Nil		
Legal or disciplinary action	Nil	Insolvent companies	Nil

Directors' recommendation

The Directors, with Mr Jeffrey Fisher abstaining, recommend that you vote in favour of this ordinary resolution to re-elect Mr Jeffrey Fisher as a Director.

Resolution 4 Appointment of Auditor

The Directors of the Company have appointed BDO Audit (WA) Pty Ltd as auditor, pursuant to section 327A(a) of the Corporations Act. Under section 327A(2), an auditor appointed by the Company under section 327A(1) holds office until the Company's first Annual General Meeting. The ongoing appointment of the auditor must then be approved by Members.

In accordance with section 328B of the Corporations Act, notice in writing nominating BDO Audit (WA) Pty Ltd has been given to the Company by a Member. A copy of this notice is included in this Notice of Meeting. The appointment of BDO Audit (WA) Pty Ltd will be by vote of Members as an ordinary resolution.

Resolution 5 Approval of issue of Shares**Background**

On 13 April 2016, the Company announced that it proposed to undertake a DRP Shortfall Placement to sophisticated investors. On 19 April 2016, the Company allotted 9,949,678 Placement Shares to Sophisticated Investors, and on 20 April 2016, it allotted 287,602 Placement Shares (Total Placement Shares: 10,237,280) to the remaining sophisticated investors, raising a total of A\$5,183,134.



The Company is seeking Member approval under resolution 5 for the ratification of the issue of the Placement Shares for the purposes of Listing Rule 7.4.

Approval under Listing Rule 7.4

Listing Rule 7.1 imposes a limit on the number of equity securities (e.g. shares or options to subscribe for shares) which a company can issue without Member approval. In general terms, the limit is that a company may not, without Member approval, issue in any 12-month period, equity securities which are more than 15% of:

- The number of fully paid ordinary shares on issue 12 months before the issue; plus
- The number of fully paid ordinary shares issued in that 12-month period under an exception contained in Listing Rule 7.2 or with Member approval.

Listing Rule 7.4 provides that an issue by a company of equity securities made without prior approval is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 when made and the company's Members subsequently approve it in accordance with Listing Rule 7.4.

The issue of the Placement Shares by the Company in April 2016 did not breach Listing Rule 7.1 and the Company was not required to seek and obtain Member approval for the issue of the Placement Shares. However if the Company does not obtain Member approval of the issue under Listing Rule 7.4, it will reduce the number of additional equity securities the Company can issue in the 12 months following the issue of Placement Shares. This restriction would reduce the Company's ability to raise additional capital by issuing equity securities during that period.

Information required by the Listing Rules

Listing Rule 7.5 requires information to be given to Members. This information is provided in the table below.

Number of Placement Shares issued	10,237,280
Issue price	A\$0.5063
Terms of the Placement Shares	Fully paid ordinary shares. The Placement Shares rank equally with all other shares on issue.
Allottees	Sophisticated Investors under the DRP Shortfall Placement
Use of funds	Acquisition of clinics from the existing franchised clinic base in line with the Company's growth strategy
Allotment date	19 & 20 April 2016
Voting Exclusion	Refer to page 3 of this Notice for the Voting Exclusions.

Table 1 Information required for approval of share issue in resolution 5

Directors' recommendation

The Directors believe that the approval of the issue of Placement Shares is beneficial for the Company. The Directors recommend that Members vote in favour of special resolution 5 as it allows the Company to retain flexibility to issue the maximum number of equity securities permitted under Listing Rule 7.1, without Member approval.

Defined Terms	Meaning
Auditor	BDO Audit (WA) Pty Ltd ABN 79 112 284 787
Associate	an associate as defined in sections 10-17 of the Corporations Act or, in relation to the Listing Rules, the meaning given in the Listing Rules.
Annual General Meeting or AGM	the annual meeting of Members of Traditional Therapy Clinics Limited
ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	the board of Directors of the Company.
Chair	the person appointed to Chair the Meeting.
Closely Related Party or CRP	(as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this paragraph.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Company	Traditional Therapy Clinics Limited ABN 68 603 792 712.
Constitution	the constitution of the Company, as amended from time to time, a copy of which is available on the Company's website www.ttc-ltd.com
Directors	the directors of the Company.
DRP Shortfall Placement	Means the issue of Placement Shares to Sophisticated Investors representing the shortfall of Shares that could be issued under the Dividend Reinvestment Plan, as advised to ASX on 12 April 2016.
Key Management Personnel or KMP	has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.
Listing Rule	the Listing Rules of the ASX.
Managing Director	the managing director of the Company.
Meeting	this meeting.
Non-Executive Directors	the non-executive directors of the Company.
Notice	the notice of meeting which accompanies the Explanatory Notes.
Member	a holder of Shares.
Official List	the official list of entities that ASX has admitted and not removed
Placement Shares	10,237,280 Shares issued to Sophisticated Investors under the DRP Shortfall Placement
Shares	fully paid ordinary shares in the issued capital of the Company.
Sophisticated Investors	Has the meaning given by s.708(8) Corporations Act



12 April 2016

Ms Lisa Dalton
Company Secretary
Traditional Therapy Clinics Limited
Level 36, Gateway
1 Macquarie Place
Circular Quay
Sydney NSW 2000

Dear Ms Dalton

NOTICE OF NOMINATION OF AUDITOR

I, Ms Zhirong Hu, am a Director and Shareholder of Hwazon Investments Limited. Hwazon Investments Limited is a member of Traditional Therapy Clinics Limited (the Company). In my capacity as a director of Hwazon Investments Limited, I nominate BDO Audit (WA) Pty Ltd for appointment as auditor of additional Therapy Clinics Limited at the first Annual General Meeting of the Company to be held on 26 May 2016, or at any adjournment thereof.

Yours faithfully

Zhirong Hu
Director
Hwazon Investments Limited



Traditional Therapy Clinics Limited
ACN 603 792 712



Lodge your vote:



Online:

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

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

TTC

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

Proxy Form

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Vote and view the annual report online

- Go to 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 12:00 pm (Sydney time) Tuesday 24 May 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 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 Annual General Meeting of Traditional Therapy Clinics Limited to be held at **the Offices of Baker & McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney NSW 2000 on Thursday 26 May 2016 at 12:00pm (Sydney time)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Resolution 2** (except where I/we have indicated a different voting intention below) even though **Resolution 2** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Resolution 2** by marking the appropriate box in step 2 below.

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
2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	Re-election of Directors - Mr Glen Lees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	Re-election of Directors - Mr Jeffrey Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of Issue of Shares	<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.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

/ /

TTC

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Computershare +

[illegible]