



ABN 82 010 975 612

Level 18, 101 Collins Street  
Melbourne, Victoria 3000 Australia  
Telephone: + 61 7 3273 9133  
Facsimile: + 61 7 3375 1168  
<http://www.tbgbio.com/public/>

## 2016 Annual General Meeting Documentation

**Melbourne, Australia, 21 October 2016.** TBG Diagnostics Limited (ASX: TDL, OTC: PGLA) (the **Company** or **TBG**) today announces that its Annual General Meeting will be held on Friday 25 November 2016 at 11:00am at the Boardroom, Level 27, 101 Collins Street, Melbourne.

Please find attached the 2016 Notice of Annual General Meeting, Explanatory Memorandum, and sample Proxy Forms.

Hard copies of these documents were mailed today, Friday 21 October 2016, to those shareholders who have requested to receive a hard copy. Shareholders who have elected to receive the above documents electronically should receive an email today.

The 2016 Annual Report has also been mailed on 21 October 2016 to shareholders who have elected to receive a hard copy. The 2016 Annual Report was lodged with the ASX on 28 September 2016 and is available on TBG's website at [http://www.tbgbio.com/en/investor\\_center/annual\\_reports](http://www.tbgbio.com/en/investor_center/annual_reports).

### For more information:

Blair Lucas  
Company Secretary  
+61 7 3273 9133  
+61 403 358 638

### About TBG Diagnostics

TBG Diagnostics is a global molecular diagnostic (MDx) company operating in the IVD (in vitro diagnostics) industry. TBG is focused on the development, manufacture and marketing of molecular diagnostic kits, instruments and services

TBG Diagnostics is an established brand with a strong presence in the Asian market. From its plant in Xiamen, China it develops and manufactures:

- Nucleic Acid Test (NAT) products
- HLA typing reagents based on NAT technologies
- Automation systems for NAT operations
- IVD-related NAT kits and services

Products distributed to more than 22 countries. Major hospital and laboratory clients in USA, Taiwan, Germany, Portugal, China, Hong Kong and Singapore. Operating in the rapidly growing IVD market - US\$53 billion in 2013 and expected to reach US\$74.7 billion by 2020 (This is huge to say we operate in the IVD market. More realistically, we operate in the MDx market which is growing from 10% (\$6Bn USD) to 25.2% (\$25Bn USD) of total IVD market share by 2024.)

Targeting further growth in China - fastest growing MDx market at CAGR of 27.9%. Extensive research and development pipeline targeting products for oncology, infectious diseases, transplants, transfusions, pharmacogenetics, autoimmune diseases and genetic diseases

ABN 82 010 975 612

**MEETING DOCUMENTATION**  
**2016 ANNUAL GENERAL MEETING**

**at 11:00am (AEDT) 25 November 2016**

**Boardroom, Level 27**

**101 Collins Street**

**Melbourne**

**VIC**

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

## CHAIRMAN'S LETTER



**TBG DIAGNOSTICS LIMITED**

Dear Shareholder

I am pleased to invite you to TBG's Annual General Meeting (AGM). The meeting is scheduled to be held at 11:00am (AEDT) on Friday 25 November 2016 at the Boardroom on Level 27, 101 Collins Street, Melbourne, Victoria, Australia.

I would encourage you to read TBG's Annual Report for 2016 for information of our achievements and challenges during the past year and about our objectives and strategies for the next year.

The Annual Report also contains the Company's Financial Statements (and notes) for the year ended 30 June 2016, the Directors' Report and the Audit Report. This will be tabled and considered at the AGM.

The AGM will commence at 11:00am (AEDT) but you will be able to register your attendance from 10:30am.

If you are unable to attend, I would encourage you to participate by completing and returning the enclosed proxy form or vote online at [www.investorvote.com.au](http://www.investorvote.com.au).

I look forward to seeing you at this year's AGM.

Yours sincerely

A handwritten signature in black ink, appearing to be 'Indrajit Arulampalam', written in a cursive style.

Mr Indrajit Arulampalam  
Chairman

21 October 2016

## DEFINITIONS

The following capitalised terms, which are used in documents forming part of the Meeting Documentation, have the meanings set out below:

**'Annual General Meeting', 'AGM' or 'Meeting'** means the proposed meeting of all Shareholders currently scheduled for 11:00am (AEDT) on Friday 25 November 2016 in the Boardroom of Level 27, 101 Collins Street, Melbourne, Victoria, Australia to consider and if thought fit, pass the resolutions set out in the Notice of Annual General Meeting;

**'Associates'** has the meaning given to it by sections 10 to 17 of the Corporations Act;

**'ASIC'** means the Australian Securities and Investments Commission;

**'ASX'** means the ASX Limited ABN 98 008 624 691;

**'Board'** means the Board of Directors of TBG;

**'Closely Related Party'** means the closely related parties of Key Management Personnel as defined in the Corporations Act and includes certain members of their family, dependents and companies they control.

**'Corporations Act'** means the Corporations Act 2001 (Cth);

**'Director'** means a Director of TBG;

**'Explanatory Memorandum'** means the document forming part of the Meeting Documentation containing information on the resolutions set out in the Notice of Annual General Meeting;

**'Key Management Personnel'** has the same meaning as in the accounting standards published by the Australian Accounting Standards Board and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (executive or otherwise) of the Company.

**'Listing Rules'** means the Listing Rules of the ASX;

**'Managing Director'** means the person, if any appointed by the Board as Managing Director of TBG.

**'Meeting Documentation'** means:

- the letter from the Chairman to Shareholders dated 21 October 2016;
- the Explanatory Memorandum;
- the Notice of Annual General Meeting; and
- the proxy form for the Annual General Meeting;

**'Notice of Annual General Meeting'** means the Notice dated 21 October 2016 which is enclosed in the Meeting Documentation;

**'TBG' or 'Company'** means TBG Diagnostics Limited ABN 82 010 975 612;

**'Share'** means a fully paid ordinary share issued in the capital of TBG;

**'Shareholder'** means a holder of Shares.

**'Undirected Proxies'** means a proxy form which does not specify how the proxy is to vote on the matter in question.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of TBG Diagnostics Limited will be held in the Boardroom of Level 27, 101 Collins Street, Melbourne on Friday 25 November 2016 at 11:00am (AEDT).

### CHAIRMAN'S ADDRESS AND PRESENTATION

### ORDINARY BUSINESS

#### The Financial Statements and Reports

To receive and consider the financial reports of the Company and the consolidated entity and the reports of Directors and Auditor for the financial year ended 30 June 2016.

### RESOLUTIONS

#### 1. DIRECTORS' REMUNERATION REPORT

To consider, and if thought fit, to pass the following resolution as a non-binding ordinary resolution in accordance with s250R(2) of the Corporations Act:

"That the Remuneration Report (which forms part of the Directors' Report) for the year ended 30 June 2016 be adopted."

**Note:** *The vote on this resolution is advisory only and does not bind the Directors or the Company. Further information regarding the Remuneration Report appears in the Explanatory Memorandum.*

#### VOTING EXCLUSION STATEMENT

A vote on Resolution 1 must not be cast (in any capacity) and will be disregarded if cast by or on behalf of any of the following persons:

- (a) member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

(each, an "Excluded Voter" for the purposes of Resolution 1).

However, an Excluded Voter may cast a vote on Resolution 1 if the vote is not cast on behalf of the Excluded Voter and:

- (a) the Excluded Voter does so as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the vote is cast by the Chairman of the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### 2. ELECTION OF MR CHANG CHIA-CHUAN (EDWARD CHANG)

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

"That Mr Edward Chang, who was appointed as an additional director on 3 February 2016 and retires in accordance with rule 10.3.2 of the Company's Constitution and Listing Rule 14.4 and is eligible for election and has consented to be a director of the Company, is elected as a director of the Company."

*Information about Mr Edward Chang appears in the AGM Explanatory Memorandum.*

### 3. RE-ELECTION OF DIRECTOR – MR CHENG YU-ZEN (EUGENE CHENG)

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

“That Mr Eugene Cheng, who was appointed as a director by the shareholders on 7 December 2015, and retires at the 2016 Annual General Meeting by rotation in accordance with rule 10.1.3 of the Company’s Constitution and Listing Rule 14.4, and is eligible for re-election and has consented to be a director of the Company, is re-elected as a director of the Company.”

*Information about Mr Eugene Cheng appears in the AGM Explanatory Memorandum.*

### SPECIAL BUSINESS

#### 4. APPROVAL OF ADDITIONAL SHARE ISSUE CAPACITY UNDER ASX LISTING RULE 7.1A

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the issue of equity securities up to 10% of the issued capital of TBG Diagnostics Limited (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a period of 12 months period from the date of Annual General Meeting at a price no less than that determined pursuant to Listing Rule 7.1A.3 and on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Annual General Meeting.”

#### VOTING EXCLUSION STATEMENT

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by a person who may participate in the 10% placement facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares if this resolution is passed and any associates of those persons. As at the date of this Notice of Meeting, there are no potential allottees to whom shares may be issued under this resolution. On that basis, no shareholders are currently excluded from voting.

However, the Company need not disregard a vote cast on Resolution 4 if:

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

**Important Note:** The proposed allottees of any placement pursuant to Resolution 4 are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be shown that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case here), Shareholders must consider the resolution on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

*Further information regarding Resolution 4 appears in the Explanatory Memorandum and Schedule 1.*

BY ORDER OF THE BOARD



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Blair Lucas  
Company Secretary  
21 October 2016

## GENERAL

The Corporations Act requires the Financial Report, Directors' Report and Independent Audit Report to be received and considered at the Annual General Meeting.

Neither the Corporations Act nor TBG's Constitution requires Shareholders to vote on such reports other than the section of the Directors Report described as "Remuneration Report" that is the subject of Resolution 1. However, Shareholders will be given ample opportunity to raise questions about the reports at the Annual General Meeting.

## Voting Instructions

### Voting at the meeting

1. If you are entitled to vote and attend the Annual General Meeting, on a show of hands each Shareholder present may cast one vote. 'Shareholder present' includes a person present as a proxy, attorney or body corporate representative. However, if a Shareholder holds two or more appointments and these appointments direct the proxy to vote in different ways, then the proxy cannot vote on a show of hands.
2. On a poll, Shareholders have one vote for every fully paid Share held.
3. TBG has determined that for the purposes of voting at the Annual General Meeting or adjourned meeting, Shares will be taken to be held by those persons recorded in the TBG register of Shareholders as at 7:00pm (Sydney time) on Wednesday 23 November 2016.

### Appointment of proxy

4. If you are a Shareholder who is entitled to vote and you elect not to attend in person, you may still exercise your voting rights at the Annual General Meeting by appointing a proxy to attend the Annual General Meeting and exercise your voting rights. To do so, please complete and return the enclosed Proxy Form or visit [www.investorvote.com.au](http://www.investorvote.com.au) to lodge your Proxy Form online. A proxy need not be a Shareholder of TBG.
5. If you wish to use the attached Proxy Form please complete and lodge it in accordance with the instructions on the back of the Proxy Form. To be effective, the Proxy Form and any authority under which the form is signed, must be received by Computershare prior to 11.00am (AEDT) on Wednesday 23 November 2016. Proxy forms must be returned:
  - By mail in the enclosed envelope provided or by hand to Computershare at 452 Johnston Street, Abbotsford, Victoria 3067, Australia;
  - By fax, to the Share Registry on 1800 783 447 (within Australia) or +61 (0) 3 9473 2555 (outside Australia);
  - Electronically, via the electronic proxy lodgement platform at [www.investorvote.com.au](http://www.investorvote.com.au) by following the instructions provided; or
  - Electronically, via your mobile device by scanning the QR code that is on the proxy form.

### Proxy Voting

6. To appoint a proxy you should complete the proxy section at Step 1 on the attached Proxy Form. If you are entitled to cast 2 or more votes you may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half your votes. If there is more than one proxy appointed, on a show of hands only one of the proxies may vote, but on a poll, each proxy may exercise votes in respect of those shares the proxy represents.

For proxies without voting instructions that are exercisable by the Chairman, the Chairman intends to vote all available proxies **in favour of** all resolutions.

## **Bodies Corporate Voting**

7. A Shareholder that is a body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company. A form of the appointment document may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".



## EXPLANATORY MEMORANDUM

The following notes have been prepared to assist Shareholders with their consideration of the resolutions set out in the Notice of Annual General Meeting.

### Ordinary Business

#### Financial Statements

As required by the Corporations Act, the Directors' Report, the financial report and Auditor's Report for the financial year ended 30 June 2016 will be laid before the Annual General Meeting. Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and content of the auditor's report. There is no requirement however for Shareholders to approve the reports.

#### Resolution 1 – Directors' Remuneration Report

Section 300A of the Corporations Act requires the Directors to include in their Directors' Report a section dealing with the remuneration of Directors and other Key Management Personnel ('Remuneration Report') and section 250R(2) of the Corporations Act requires that the Remuneration Report be put to the vote of Shareholders. The Remuneration Report can be found in the Directors' Report section on pages 15 to 26 of the Company's 2016 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory only and does not bind the Directors. While the vote does not bind the Company or the Directors, there are important consequences if there is a material "against" vote on this resolution. The Corporations Act was amended in 2011 to introduce what is referred to as the "two strikes" rule. The two strikes rule provides that if at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive annual general meetings are against adopting the Remuneration Report, Shareholders will have the opportunity to vote on a spill resolution under section 250V of the Corporations Act.

**NOTE:** The Chairman of the Meeting intends to vote all Undirected Proxies in favour of Resolution 1.

**Director's Recommendation:** The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

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#### Resolution 2 – Election of Director – Mr Chang Chia-Chuan (Edward Chang)

Resolution 2 deals with the election as a Director of Mr Edward Chang who was appointed as an additional director on 3 February 2016.

Under Listing Rule 14.4, a Director appointed as an addition to the Board of the Company must not hold office (without re-election) past the next annual general meeting of the Company. Under clause 10.3.2 of the Company's Constitution any Director appointed as an addition to the existing Directors holds office until the next annual general meeting of the Company and is then eligible for re-election.

Accordingly Mr Chang retires at the end of the 2016 Annual General Meeting and, being eligible and having consented to act, presents himself for re-election.

A summary of Mr Chang's experience and qualifications follows:

Mr Edward Chang is the Director of Finance Department at Eternal Materials Co., Ltd., a leading chemical material provider based in Taiwan. Edward holds a master's degree in Business Administration from the Schulich School of Business at York University in Canada.

Prior to joining the firm, Edward worked at Motech Industries, Inc., a leading photovoltaic (PV) cell provider based in Taiwan, as Manager of Treasury and Risk Management Department.

Eternal Materials Co., Ltd. ("Eternal" or the "Company"), formerly Eternal Chemical Co., Ltd., was founded in 1964 as a coating resins provider. Eternal has since then diversified its product portfolio making use of synthetic resins, precision coating technology and specialty chemicals. The Company currently consists of three business groups focusing on the manufacture and sale of synthetic resins, electronic chemical materials and specialty chemicals. Eternal is the largest supplier of dry film photoresist in the world, as well as one of global top suppliers of UV curing materials and a leading supplier of synthetic resins in Asia.

The Company is headquartered in Kaohsiung, Taiwan, with main manufacturing facilities based in Taiwan, Mainland China, and the United States. Eternal is a publicly listed company on the Taiwan Stock Exchange under ticker number 1717.

**NOTE:** The Chairman of the Meeting intends to vote all Undirected Proxies in favour of Resolution 2.

**Director's Recommendation:** The Directors (in the absence of Mr Edward Chang) recommend that Shareholders vote **in favour** of the election of Mr Edward Chang as a Director of the Company.

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### **Resolution 3 – Re-election of Director – Mr Cheng Yu-Zen (Eugene Cheng)**

Resolution 3 deals with the re-election as a director of Mr Eugene Cheng who was appointed as a Director by shareholders on 7 December 2016.

Under Listing Rule 14.4, a Director must not hold office (without re-election) past the third annual general meeting of the Company following the Director's appointment or for a period greater than 3 years (whichever is the longer). Under clause 10.1.3 of the Company's Constitution one third, or the number nearest to one third if not divisible by three, of the current Directors must retire by rotation at each annual general meeting. Under clause 10.1.5 of the Company's Constitution, the Directors to retire at any annual general meeting must be those who have been longest in office since their last election.

Accordingly Mr Cheng retires at the end of the 2016 Annual General Meeting of the Company and, being eligible and having consented to act, presents himself for re-election.

A summary of Mr Cheng's experience and qualifications follows:

Mr Eugene Cheng is the Group Chief Officer Operation (COO) of TBG Diagnostics Limited.

Eugene joined Medigen Biotechnology Corp in 2004 and initiated the molecular diagnostics business in 2006 by the acquisition of Texas Biogene, Inc., a biotech company based in Dallas, USA, specializing in the development of tissue typing products that are marketed under the TBG brand. Eugene also spearheaded the acquisition of Haoyuan in Shanghai, China, in 2007, and its divestiture to Perkin Elmer in 2012 when Haoyuan became the leading local brand in the NAT blood screening market in China. Armed with the knowledge and experience in the Chinese market, TBG aims to become one of the leading molecular diagnostics brands in China within 5 years. Currently, Eugene serves as a director of Medigen.

**NOTE:** The Chairman of the Meeting intends to vote all Undirected Proxies in favour of Resolution 3.

**Director's Recommendation:** The Directors (in the absence of Mr Eugene Cheng) recommend that Shareholders vote **in favour** of the re-election of Mr Eugene Cheng as a Director of the Company.

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## Resolution 4 – Approval of additional share issue capacity under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables mid to small cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12 month period (“**10% Placement Facility**”). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- a. It has a market capitalisation of \$300 million or less; and
- b. It is not included in the S&P/ASX300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

Accordingly, Resolution 4 is seeking approval of ordinary Shareholders by special resolution for the issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Memorandum.

At the date of this Notice, the Company has on issue 217,587,289 fully paid ordinary shares and a capacity to issue:

- a. 32,638,093 equity securities under ASX Listing Rule 7.1 and
- b. 21,758,729 equity securities under ASX Listing Rule 7.1A (subject to the Shareholders approval being obtained under Resolution 4)

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 as follows:-

### (AXD) – E

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

- i. plus the number of fully paid-shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- ii. plus the number of partly paid shares that became fully paid in the previous 12 months;
- iii. plus the number of shares issued in the previous 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity’s 15% placement capacity without shareholder approval; and
- iv. less the number of shares cancelled in the previous 12 months.

**D** is 10%.

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

The effect of Resolution 4 will be to allow the Directors to issue equity securities under ASX Listing Rule 7.1A during a 10% placement period without using the Company’s 15% placement capacity under ASX Listing Rule 7.1.

Further information in relation to Resolution 4 required to be disclosed to Shareholders under Listing Rule 7.3A is set out in Schedule 1 to this Notice.

**A Voting Exclusion Statement** is set out under the Resolution in the Notice of Annual General Meeting. Potential allottees under the 10% Placement Facility (should it be approved) have not been identified as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company.

Resolution 4 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

**NOTE:** The Chairman of the Meeting intends to vote all Undirected Proxies in favour of Resolution 4.

**Director's Recommendation:** The Directors recommend that Shareholders vote **in favour** of this resolution.

## SCHEDULE 1 – Further information in relation to Resolution 4

For the purpose of ASX Listing Rule 7.3A, the following information is provided:

- The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
  - a. The date on which the price at which the shares are to be issued is agreed; or
  - b. If the shares are not issued within 5 trading days of the date in paragraph a., the date on which the shares are issued.
- If Resolution 4 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including:
  - a. the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
  - b. the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date, which may have an effect on the amount of funds raised by the issue of the equity securities.
- The following table gives examples of the potential dilution of existing ordinary Shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable “A”, calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

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

No. of Shares on Issue <sup>1</sup>	Dilution			
	Issue price (per share)	\$0.1025 50% decrease in Issue Price	\$0.205 Issue Price	\$0.410 100% increase in Issue price
217,587,289	Shares issued	21,758,729	21,758,729	21,758,729
Current	Funds raised	\$2,230,270	\$4,460,539	\$8,921,079
326,380,933	Shares issued	32,638,093	32,638,093	32,638,093
(50% increase)	Funds raised	\$3,345,404	\$6,690,809	\$13,381,618
435,174,578	Shares issued	43,517,458	43,517,458	43,517,458
(100% increase)	Funds raised	\$4,460,539	\$8,921,079	\$17,842,158

<sup>1</sup> Variable “A” in Listing Rule 7.1A.2

The table has been prepared based on the following assumptions:

- a. The company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
  - b. No unlisted Options in ordinary shares are exercised before the date of issue of ordinary shares under ASX Listing Rule 7.1A;
  - c. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
  - d. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM;
  - e. The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
  - f. The issue of equity securities under the 10% Placement consists of only shares; and
  - g. The issue price is \$0.205 per share<sup>2</sup>, being the closing price of the shares on ASX on 17 September 2016.
- If any of the shares being approved by this Resolution are issued, they will be issued during the placement period, that is, within 12 months of the date of the AGM (i.e. by 25 November 2017) and the approval being sought under Resolution 4 will cease to be valid if ordinary Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal or main undertaking) prior to 25 November 2017.
  - The shares will be issued for the purpose of raising working capital for the Company, which includes continuation of the Company's research and development activities, acquisition of new assets and general working capital purposes. A proportion of the shares may be issued for non-cash consideration and in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3
  - The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.
  - The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued have not been determined as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
    - a. The methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
    - b. The effect of the issue of equity securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
    - c. The financial situation and solvency of the Company and its need for working capital at any given time; and
    - d. Advice from corporate, financial and broking advisors (if applicable)

<sup>2</sup> Closing price on 16 September 2016 was \$0.205 per share



**TBG Diagnostics Limited**  
ABN 82 010 975 612



## 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

TDL

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](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: I9999999999 PIN: 99999**

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 11:00am (AEDT) Wednesday, 23 November 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.



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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 TBG Diagnostics 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 TBG Diagnostics Limited to be held at the **Boardroom on Level 27, 101 Collins Street, Melbourne, Victoria, Australia on Friday 25 November 2016 at 11:00am (AEDT)** 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 **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** 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 **Item 1** 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.

##### Ordinary Business

	For	Against	Abstain
1 Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Chang Chia-Chuan (Edward Chang)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director - Mr Cheng Yu-Zen (Eugene Cheng)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

##### Special Business

4 Approval of additional share issue capacity under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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

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**TBG Diagnostics Limited**  
ABN 82 010 975 612



## 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

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MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

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SAMPLETOWN VIC 3030



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☐

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).

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Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_ / /

Date

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