



Asian American Medical Group Limited

ACN 091 559 125

Notice of Annual General Meeting and Explanatory Statement

Date of Meeting: Monday, 30 January 2023

Time of Meeting: 11.00am ACDT

Place of Meeting: 25 Peel Street, Adelaide, South Australia, Australia

Important notes:

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form are important documents and should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

If you are unable to attend the Meeting, please complete the Proxy Form **enclosed** and return it in accordance with the instructions set out on that form.

In compliance with ASX guidelines, each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Annual General Meeting. Shareholders are strongly encouraged to vote by lodging the Proxy Form accompanying this Notice of Meeting in accordance with the instructions set out on the form **by no later than 11.00am ACDT on 28 January 2023**.

Contents

Item	Page
Notice of Annual General Meeting	2
Voting exclusion statements	7
Proxy appointment, voting and Meeting instructions	9
Explanatory Statement	11
Glossary	40
Schedule 1 – Capital Structure	42
Schedule 2 – Terms of Convertible Notes	43
Schedule 3 – Summary of Employee Incentive Plan	52
Schedule 4 – Terms of Performance Rights	55
Schedule 5 – Summary of New Constitution	59
Schedule 6 – Nomination of Auditor	62
Proxy Form	Attached

Important dates

Event	Date
Snapshot date for eligibility to vote	11:00am (ACDT) on 28 January 2023
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	11:00am (ACDT) on 28 January 2023
Annual General Meeting	11:00am (ACDT) on 30 January 2023

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of shareholders of Asian American Medical Group Limited ACN 091 559 125 (**Company**) will be held at **25 Peel Street, Adelaide, South Australia** at **11.00am (ACDT)** on **30 January 2023**.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

References to \$ and A\$ are refer to Australian currency and references to S\$ refer to Singapore currency.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

As at the date of this Notice, the Directors of the Company comprise Mr Ang Kong Meng, Mr Evgenii Tugolukov and Ms Jeslyn Leong and this Notice is authorised and approved by these Directors constituting the Board. In this Notice, a reference to a **Director** refers to an existing Director as at the date of this Notice, and any person who is a Director following the Meeting.

It is proposed that after the date of this Notice but before the Meeting is held, Ms Jeslyn Leong will resign as a Director and that Mr Daniel Sims, Mr Hamish Sprague, Ms Angela Choong and Mr Robert McKenzie will be appointed to the Board as Directors. It is also proposed that Mr Jason Bennett be appointed to the Board as a Director after the Meeting. In this Notice, a reference to a **Proposed Director** refers to a person proposed to be appointed as a Director after the date of this Notice.

AGENDA

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial period ended 31 August 2022 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

Resolution 1: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial period ended 31 August 2022."

Notes: In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Resolution 2: Election of Director – Daniel Sims

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

"That, for the purposes of Listing Rule 14.4 and for all other purposes, Mr Daniel Sims, being an eligible person, is elected as a Director."

Resolution 3: Election of Director – Angela Choong

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

“That, for the purposes of Listing Rule 14.4 and for all other purposes, Ms Angela Choong, being an eligible person, is elected as a Director.”

Resolution 4: Election of Director – Robert McKenzie

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

“That, for the purposes of Listing Rule 14.4 and for all other purposes, Mr Robert McKenzie, being an eligible person, is elected as a Director.”

Resolution 5: Ratification of issue of Placement Shares to Saorsa Health under Listing Rule 7.1

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 31,922,636 Placement Shares to Saorsa Health at an issue price of A\$0.0285 per Share, made under the Company’s Listing Rule 7.1 issue capacity, on the terms and conditions set out in the Explanatory Statement.”

Resolution 6: Approval to issue of Convertible Notes to Saorsa Health

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue by the Company of 1,000,000 Convertible Notes at face value of A\$1.00 per Convertible Note to raise A\$1,000,000, to Saorsa Health (or its nominee), on the terms and conditions set out in the Explanatory Statement.”

Resolution 7: Approval of Employee Incentive Plan and issue of Equity Securities under the Plan

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

“That, for the purposes of sections 259B(2) and 260C(4) of the Corporations Act, Listing Rule 7.2 exception 13 and for all other purposes, Shareholders approve the Company’s Employee Incentive Plan, a summary of which is set out in Schedule 3 of the Explanatory Statement, and for the issue of up to 53,157,895 Equity Securities under the Plan in reliance on Listing Rule 7.2 (exception 13), on the terms and conditions set out in the Explanatory Statement.”

Resolutions 8(a), 8(b), 8(c), 8(d), 8(e), 8(f) and 8(g): Approval to issue Performance Rights to Directors and Proposed Directors

To consider and, if thought fit, to pass with or without amendment, the following resolutions as **separate ordinary resolutions**:

- (a) *“That for the purposes of sections 208 and 195(4) of the Corporations Act, Listing Rule 10.14 and for all other purposes and subject to the appointment and election of Mr Daniel Sims as a Director, Shareholders approve the grant of up to 5,263,158 Performance Rights to Mr Daniel Sims (or his nominee), the Executive Chairman of the Company, on the terms and conditions described in the Explanatory Statement.”*
- (b) *“That for the purposes of sections 208 and 195(4) of the Corporations Act, Listing Rule 10.14 and for all other purposes, and subject to the appointment of Mr Hamish Sprague as a Director, Shareholders approve the grant of up to 4,868,421 Performance Rights to Mr Hamish Sprague (or his nominee), the Managing Director of the Company, on the terms and conditions described in the Explanatory Statement.”*
- (c) *“That for the purposes of sections 208 and 195(4) of the Corporations Act, Listing Rule 10.14 and for all other purposes, and subject to the appointment and election of Ms Angela Choong as a Director, Shareholders approve the grant of up to 4,868,421 Performance Rights to Ms Angela Choong (or her nominee), a Director of the Company and the Chief Operating Officer of the Company, on the terms and conditions described in the Explanatory Statement.”*
- (d) *“That for the purposes of sections 208 and 195(4) of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of up to 4,605,263 Performance Rights to Mr Ang Kong Meng (or his nominee), a non-executive Director of the Company, on the terms and conditions described in the Explanatory Statement.”*
- (e) *“That for the purposes of sections 208 and 195(4) of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of up to 3,947,368 Performance Rights to Mr Evgenii Tugolukov (or his nominee), a non-executive Director of the Company, on the terms and conditions described in the Explanatory Statement.”*
- (f) *“That for the purposes of sections 208 and 195(4) of the Corporations Act, Listing Rule 10.14 and for all other purposes, and subject to the appointment and election of Mr Robert McKenzie as a Director, Shareholders approve the grant of up to 2,631,579 Performance Rights to Mr Robert McKenzie (or his nominee), a non-executive Director of the Company, on the terms and conditions described in the Explanatory Statement.”*
- (g) *“That for the purposes of sections 208 and 195(4) of the Corporations Act, Listing Rule 10.14 and for all other purposes, and subject to the appointment of Mr Jason Bennett as a Director, Shareholders approve the grant of up to 5,263,158 Performance Rights to Mr Jason Bennett (or his nominee), a proposed non-executive Director of the Company, on the terms and conditions described in the Explanatory Statement.”*

Resolution 9: Approval to issue Performance Rights to Durant Wyot Capital

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

“That for the purposes of sections 208 and 195(4) of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of up to 1,973,684 Performance Rights to Durant Wyot Capital (or its nominee), an adviser and consultant to the Company, and an entity controlled by Mr Jason Bennett, a proposed non-executive Director of the Company, on the terms and conditions described in the Explanatory Statement.”

Resolutions 10(a) and 10(b): Approval to issue Performance Rights to officers of the Company under the Company's Employee Incentive Plan

To consider and, if thought fit, to pass with or without amendment, the following resolutions as **separate ordinary resolutions**:

- (a) *"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the grant of up to 5,263,158 Performance Rights to Paul Moroz (or his nominee), the Company's Director of Medical Services and an employee of the Company, on the terms and conditions described in the Explanatory Statement."*
- (b) *"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the grant of up to 2,631,158 Performance Rights to Dario Nazzari (or his nominee), the Company Secretary of the Company, on the terms and conditions described in the Explanatory Statement."*

Resolutions 11(a) and 11(b): Approval to issue Performance Rights to SC Mah and Saorsa Health

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

- (a) *"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the grant of up to 3,947,368 Performance Rights to Mr SC Mah (or his nominee), a consultant to the Company, on the terms and conditions described in the Explanatory Statement."*
- (b) *"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the grant of up to 7,894,736 Performance Rights to Saorsa Health Pty Ltd (or its nominee), on the terms and conditions described in the Explanatory Statement."*

Resolution 12: Increase in limit of total aggregate amount of remuneration payable to non-executive Directors

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

"That, for the purposes of Listing Rule 10.17 and for all other purposes, the limit on the total aggregate amount of remuneration payable to all of the Company's non-executive Directors is increased by A\$350,000 per financial year, from the existing amount of A\$150,000 per financial year to a maximum amount not exceeding A\$500,000 per financial year."

Resolution 13: Appointment of Auditor

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

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd having consented in writing to act as auditor, and subject to ASIC's consent to the resignation of BDO Audit (SA) Pty Ltd as existing auditor and ASIC's approval of the appointment of BDO Audit Pty Ltd as auditor, be appointed as the auditor of the Company."

Resolution 14: Adoption of New Constitution

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Company repeal its current Constitution and in its place adopt the New Constitution in the form tabled at the Meeting, with effect from the conclusion of the Meeting.”

Note: Resolution 14 is a special resolution. To be passed, it must be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

Resolution 15: Approval of Additional Placement Capacity

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Note: Resolution 15 is a special resolution. To be passed, it must be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

General Business

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

By order of the Board

Dario Nazzari
Company Secretary

30 December 2022

Voting exclusion statements

Corporations Act voting prohibitions

Pursuant to sections 250BD and 250R(4) of the Corporations Act, the following voting prohibitions apply with respect to the parties specified in the table below and their respective Associates:

Resolution	Voting prohibition
Resolution 1	Votes may not be cast (in any capacity) by members of Key Management Personnel the details of whose remuneration is included in the Remuneration Report and their Closely Related Parties.
Resolution 7	Votes may not be cast by Members of Key Management Personnel and their Closely Related Parties appointed as proxy if the appointment does not specify how the proxy is to vote.
Resolutions 8(a) to 8(g) inclusive	Votes may not be cast by Members of Key Management Personnel and their Closely Related Parties appointed as proxy if the appointment does not specify how the proxy is to vote.
Resolution 9	Votes may not be cast by Members of Key Management Personnel and their Closely Related Parties appointed as proxy if the appointment does not specify how the proxy is to vote.
Resolutions 10(a) and 10(b)	Votes may not be cast by Members of Key Management Personnel and their Closely Related Parties appointed as proxy if the appointment does not specify how the proxy is to vote.
Resolution 12	Votes may not be cast by Members of Key Management Personnel and their Closely Related Parties appointed as proxy if the appointment does not specify how the proxy is to vote.

However, these voting prohibitions do not prevent the casting of a vote on the above Resolutions if it is cast by:

1. a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution, and
2. it is not cast on behalf of a Related Party to whom the Resolution would permit a financial benefit to be given, or their Associate.

Members of Key Management Personnel and their Closely Related Parties (other than the Chairperson) may not vote as proxy if the appointment does not specify how the proxy is to vote. The Chairperson may vote as proxy in accordance with an express authorisation on the Proxy Form.

ASX voting exclusion statements

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions.

The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of these persons.

Resolution	Excluded parties
Resolution 5	Saorsa Health No. 1 Pty Ltd, being the entity who participated in the issue of the Placement Shares.

Resolution	Excluded parties
Resolution 6	Saorsa Health No. 1 Pty Ltd (and its nominees), being the entity who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Convertible Notes (except a benefit solely by reason of being a holder of Shares).
Resolution 7	A person who is eligible to participate in the Employee Incentive Plan.
Resolutions 8(a) to 8(g) inclusive	Each Director and each Proposed Director, and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Incentive Plan.
Resolution 9	Each Director, each Proposed Director and Durant Wyot Capital, and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Incentive Plan
Resolution 10(a)	Paul Moroz (and his nominee), being the person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Performance Rights (except a benefit solely by reason of being a holder of Shares).
Resolution 10(b)	Dario Nazzari (and his nominee), being the person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Performance Rights (except a benefit solely by reason of being a holder of Shares).
Resolution 11(a)	SC Mah (and his nominee), being the person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Performance Rights (except a benefit solely by reason of being a holder of Shares).
Resolution 11(b)	Saorsa Health Pty Ltd (and its nominee), being the person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Performance Rights (except a benefit solely by reason of being a holder of Shares).
Resolution 12	A Director and a Proposed Director of the Company.
Resolution 15	<p>If at the time of the Meeting the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, any person who is expected to participate in the issue or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares).</p> <p>At the date of this Notice, the Company is not proposing to make any issue of Equity Securities under Listing Rule 7.1A.2. Accordingly, a voting exclusion statement does not apply to the Resolution.</p>

However, this does not apply to a vote cast in favour of the following Resolutions by:

1. the person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
2. the Chairperson as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or

3. a holder acting solely in a nominee, trustee, custodial, or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (b) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy appointment, voting and Meeting instructions

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairperson as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll.

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

Corporate Shareholders

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

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

Votes on Resolutions

Voting on each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Annual General Meeting. You may direct your proxy how to vote on a Resolution by placing a mark in one of the boxes opposite the Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolution will be invalid.

Voting restrictions that may affect your proxy appointment

Members of the Key Management Personnel (except for the Chairperson) and their Closely Related Parties are not able to vote your proxy on Resolution 1 (Adoption of the Remuneration Report) unless you have directed them how to vote. This exclusion does not apply to the Chairperson if his appointment as proxy expressly authorises him to vote on matters of Key Management Personnel remuneration.

If you intend to appoint the Chairperson, a Director or any other member of Key Management Personnel or any of their Closely Related Parties as your proxy, you are encouraged to direct them how to vote on all the Resolutions.

Chairperson voting undirected proxies

The Chairperson will vote undirected proxies **in favour** of all of the proposed Resolutions.

The Proxy Form expressly authorises the Chairperson to exercise undirected proxies on all Resolutions including Resolution 1 (Adoption of the Remuneration Report) even though a Resolution may be connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **6.00pm ACDT on 28 January 2023**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Questions from Shareholders

At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

A representative of BDO Audit (SA) Pty Ltd, as the auditor responsible for preparing the Auditor's report for the year ended 31 August 2022 (or their representative) will attend the Meeting. The Chairperson will also allow a reasonable opportunity for Shareholders to ask the Auditor questions about:

- 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 Financial Statements; and
- the independence of the Auditor in relation to the conduct of the audit.

To assist the Board and the Auditor in responding to questions, please submit any questions you may have in writing by **5.00pm ACDT on 23 January 2022**:

By post: 25 Peel Street, Adelaide SA 5000

By email: dario@uhyhnadl.com.au

Explanatory Statement

This Explanatory Statement is provided to Shareholders to explain the resolutions to be put to Shareholders at the Annual General Meeting.

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

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all Resolutions. The Chairperson of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Capitalised terms used in the Notice and this Explanatory Statement are defined in the Glossary located on page 40.

1. Financial Statements and Reports

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 August 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report, and the auditor's report.

There is no requirement for shareholders to approve these reports. However, time will be allowed during the Meeting for consideration by shareholders of the financial statements and the associated directors' and auditors' reports.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the Company's website at www.aamg.co.

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

No voting is required for this item.

2. Resolution 1: Adoption of Remuneration Report

2.1 Background

Resolution 1 is a non-binding, advisory resolution to approve the Remuneration Report.

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The Remuneration Report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the Remuneration Report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (Spill Resolution) if, at consecutive annual general meetings, at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 **Previous voting results**

At the Company's previous 2021 Annual General Meeting the votes against the Remuneration Report was less than 25% of the votes cast on the Resolution. As such, Shareholders will not need to consider a spill resolution at the Meeting.

2.4 **Directors' recommendation**

The Directors decline to make a recommendation as to how Shareholders should vote in respect of Resolution 1 as they each have an interest in the outcome of the Resolution.

2.5 **Voting restrictions**

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of the Key Management Personnel or any Closely Related Party as your proxy to vote on this Resolution 1, you must direct the proxy how they are to vote. Where you do not direct the Chair, or another member of the Key Management Personnel or Closely Related Party on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 1.

3. **Resolution 2: Election of Director – Daniel Sims**

3.1 **Background**

Resolution 2 is an ordinary resolution to approve the election of Mr Daniel Sims as a Director.

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

Listing Rule 14.4 requires that a director of an entity appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity. However, this Listing Rule 14.4 does not apply to a sole managing director of an entity.

As at the date of the Notice, Mr Sims is a Proposed Director. It is proposed that Mr Sims be appointed as an Executive Director before the Meeting by the existing Directors as an addition to the Board.

Mr Sims will retire at the Annual General Meeting and being an eligible person, will seek election as an Executive Director.

If Resolution 2 is passed, Mr Sims will be elected as a Director of the Company.

If Resolution 2 is not passed, Mr Sims will not be elected and he will retire as a Director. The Board may then consider an appointment to fill a casual vacancy, with ratification at the Company's next AGM.

3.2 **Biography**

Daniel Sims was the CEO of Ramsay Health Care's Australian operations from January 2015 to October 2020. Ramsay Health Care is the leading operator of private hospitals in Australia with 72 hospital facilities and annual revenues of A\$5+ billion. Prior to his appointment as CEO, Mr Sims was the Chief Operating Officer of Ramsay's Australian and Asian operations from July 2008 to January 2015. In this role, he was ultimately responsible for the operating performance and strategic direction of Ramsay's hospital businesses in Australia, Indonesia and Malaysia.

Mr Sims was President of the Australian Private Hospital Association (APHA) from 2016 to 2020 and served on its Board from 2007 to 2020. From 1 January 2016 to 31 December 2020, Mr Sims was a Board member of HESTA, an A\$50+ billion Australian superannuation fund. During his last four years with HESTA, Mr Sims was also a member of the HESTA Audit and Risk Committee. Mr Sims is a former Board member of Ramsay Sime Darby Health Care and former Chairman of the Ramsay Australia Risk Management Committee. In addition, Mr Sims was Chairman of the Board of the Ramsay Hospital Research Foundation, a not-for-profit medical research foundation, from its inception in 2015 to 2021.

3.3 **Directors' recommendation**

The Directors (other than Mr Sims) recommend that Shareholders vote in favour of Resolution 2 to elect Mr Sims as a Director.

4. **Resolution 3: Election of Director – Angela Choong**

4.1 **Background**

Resolution 3 is an ordinary resolution to approve the election of Ms Angela Choong as a Director.

The Listing Rule requirements relevant to this Resolution are outlined in paragraph 4.1 above.

As at the date of the Notice, Ms Choong is a Proposed Director. It is proposed that Ms Choong be appointed as an executive Director before the Meeting by the existing Directors as an addition to the Board.

Ms Choong will retire at the Annual General Meeting and being an eligible person, will seek election as a Director.

If Resolution 3 is passed, Ms Choong will be elected as a Director of the Company.

If Resolution 3 is not passed, Ms Choong will not be elected and she will retire as a Director. The Board may then consider an appointment to fill a casual vacancy, with ratification at the Company's next AGM.

4.2 **Biography**

Angela Choong joined the Company as its Chief Commercial Officer in August 2015 and was promoted to Group Chief Financial Officer in February 2020.

Ms Choong has more than 25 years of regional business experience with a strong track record in operations, finance and risk management in Southeast Asia and China. She is a fellow member of the Institute of Singapore Chartered Accountants and the Chartered Institute of Management Accountants in the UK.

4.3 **Directors' recommendation**

The Directors (other than Ms Choong) recommend that Shareholders vote in favour of Resolution 3 to elect Ms Choong as an Executive Director.

5. Resolution 4: Election of Director – Robert McKenzie

5.1 Background

Resolution 4 is an ordinary resolution to approve the election of Mr Robert McKenzie as a non-executive Director.

The Listing Rule requirements relevant to this Resolution are outlined in paragraph 4.1 above.

As at the date of the Notice, Mr McKenzie is a Proposed Director. It is proposed that Mr McKenzie be appointed as a non-executive Director before the Meeting by the existing Directors as an addition to the Board.

Mr McKenzie will retire at the Annual General Meeting and being an eligible person, will seek election as a non-executive Director.

If Resolution 4 is passed, Mr McKenzie will be elected as a non-executive Director of the Company.

If Resolution 4 is not passed, Mr McKenzie will not be elected and he will retire as a Director. The Board may then consider an appointment to fill a casual vacancy, with ratification at the Company's next AGM.

5.2 Biography

Rob McKenzie has extensive experience as a corporate and dispute resolution lawyer and is a director of McKenzie Moncrieff Consulting and counsel at Blackwall Legal LLP.

He was a partner of a major national law firm, Clayton Utz, and its predecessor firms culminating in being national head of reconstruction. He was also a partner and board member of Jackson McDonald, Western Australia's largest independent law firm.

He is a director of Keystart Loans Ltd, owned by the WA Housing Authority, where he chairs the risk committee. He is also the chair of the Perron Institute for Neurological and Translational Science. He is additionally a director of the Australian Institute of Neuro-Rehabilitation.

Rob is a member of the Australian Federal Government Takeovers Panel which adjudicates disputes in company takeover matters.

He has acted or acts for a range of major accounting firms, financiers, developers, ASX listed public and major private companies and government agencies in a wide range of industries on complex corporate matters.

He has been a director of the West Coast Eagles and Black Swan State Theatre Company Ltd and a Commissioner of the WA Football Commission.

5.3 Directors' recommendation

The Directors (other than Mr McKenzie) recommend that Shareholders vote in favour of Resolution 4 to elect Mr McKenzie as a Director.

6. Resolution 5: Ratification of issue of Placement Shares to Saorsa Health under Listing Rule 7.1

6.1 Background

The Company entered into subscription agreements to raise capital through the placement of a total of 70,175,439 Shares to a sophisticated investor in Australia at an issue price of A\$0.0285 per share (**Placement Shares**), and the issue of 1,000,000 Convertible Notes, to raise a total of A\$3,000,000 before transaction-related expenses (**Capital Raising**).

The investor is Saorsa Health No.1 Pty Ltd (or its nominee), a sophisticated investor, who is not a Related Party of the Company nor an Associate of any Director or Proposed Director of the Company.

The Placement Shares and Convertible Notes have been issued, or will be issued as follows:

- (a) 70,175,439 Shares to be issued on or about 4 January 2023, raising A\$2,000,000 (**Placement**); and
- (b) 1,000,000 Convertible Notes to be issued in February 2023 following the Meeting, subject to Shareholder approval of Resolution 6, to raise A\$1,000,000.

For the Placement, the Company has used its issuing capacity under Listing Rule 7.1 and 7.1A as follows:

- (a) 31,922,636 Placement Shares using its placement capacity under Listing Rule 7.1; and
- (b) 38,252,803 Placement Shares using its placement capacity under Listing Rule 7.1A.

Resolution 5 seeks ratification by Shareholders for the prior issue of 31,922,636 Placement Shares to be issued to Saorsa Health under the Placement, utilising the Company's placement capacity under Listing Rule 7.1.

If Resolution 5 is approved, the Company's issuing capacity under Listing Rule 7.1 will be refreshed, allowing the Company to issue, without Shareholder approval, further Equity Securities representing up to an aggregate of 15% of the Company's issued capital in the next 12 months.

If Resolution 5 is not passed, the 31,922,636 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

Note: Shareholder ratification of the issue of 38,252,803 Placement Shares using the Company's placement capacity under Listing Rule 7.1A is not required and is not being sought as the ratification would serve no purpose. The Company's ability to issue Shares under the Listing Rule 7.1A capacity previously approved at the Company's last AGM will "expire" in any event at the Annual General Meeting. Shareholder approval of new placement Listing Rule 7.1A capacity is being sought at the Meeting (refer Resolution 15 and Section 15 of this Explanatory Statement).

6.2 Regulatory requirements

Listing Rule 7.1 provides that a company must not, subject to the specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying the issue of the securities the subject of Resolution 5, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.3 Listing Rules information requirements

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 5:

(a) **The names of the persons to whom the securities were issued or the basis on which those persons were determined**

31,922,636 Placement Shares issued to Saorsa Health No. 1 Pty Ltd, a sophisticated investor who not a related party of the Company nor an Associate of any Director or Proposed Director.

(b) **The number and class of securities**

31,922,636 fully paid ordinary Shares.

(c) **The date on which the securities were issued**

The Placement Shares are to be issued on or about 4 January 2023 before the Meeting.

(d) **The price or consideration the entity has received or will receive for the issue**

\$0.0285 per Placement Share to raise A\$909,795 (before costs) (as part of the overall Placement to raise \$2,000,000.

(e) **The purpose of the issue, including use or intended use of the funds raised**

As announced to ASX on 7 November 2022, the funds raised from the Placement are being used to reduce existing business liabilities and provide working capital to the Company.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Placement Shares have been agreed to be issued under a share subscription agreement between the Company and Saorsa Health (as subscriber). The agreement provides for the issue of a total of 70,175,439 Placement Shares in tranches to raise approximately \$2,000,000 (before costs) for the Company.

The agreement provides that the issue of the Placement Shares (70,175,439 Shares) is subject to the Company's securities being reinstated to trading, which is expected to occur in early January 2023.

Under the agreement the Company and Saorsa Health give representations and warranties on terms which are considered customary and not unusual for agreements of this nature.

The Company has also agreed to grant to Saorsa Health 7,894,736 Performance Rights as part consideration for its services to the Company in funding the Placement, subject to Shareholder approval of Resolution 11(b). Refer to Section 11 of this Explanatory Statement for further information.

6.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

7. Resolution 6 – Approval to issue of Convertible Notes to Saorsa Health

7.1 Background

As described in Section 6.1, the Company proposes to issue 1,000,000 Convertible Notes to Saorsa Health as agreed in a convertible note subscription agreement between the Company and Saorsa Health.

Resolution 6 is an ordinary resolution seeking approval by Shareholders for the proposed issue of 1,000,000 Convertible Notes.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of 1,000,000 Convertible Notes does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

To that end, Resolution 6 seeks the required Shareholder approval for the issue under and for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the 1,000,000 Convertible Notes to Saorsa Health. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the 1,000,000 Convertible Notes to Saorsa Health. In this scenario, the Company will not raise A\$1,000,000 in capital from Saorsa Health, who may be less inclined to support the Company in relation to any future capital raising.

7.2 Listing Rule Information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 6:

(a) Names of persons being issued securities or bases on which they were identified

The 1,000,000 Convertible Notes are to be issued to Saorsa Health No. 1 Pty Ltd, a sophisticated investor, who not a related party of the Company nor an Associate of any Directors.

(b) Number and class of securities

1,000,000 Convertible Notes.

(c) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

The Convertible Notes will be issued on the key terms outlined below.

Issue amount:	A\$1,000,000. 1,000,000 notes at a face value of A\$1.00 each.
Status:	Unsecured, non-transferable, un-quoted.
Conditions:	Shareholder approval of issue within 60 days.
Maturity date:	12 months from issue. Maturity date may be extended by up to 12 months at the election of the noteholder.

Interest:	6.35% interest rate. Interest capitalised and payable on conversion or redemption.
Conversion terms:	Notes convertible to shares at 120.0% of face value of notes (plus accrued interest) at a share issue price of 90.0% of 60-day VWAP of Shares traded on ASX prior to conversion.
Redemption:	Redemption at 115.0% of face value of notes (plus accrued interest), by agreement of Company and noteholder only (or in event of default by Company).
Default terms:	Standard default terms for any failure to convert/redeem or insolvency by Company.

The full terms of the Convertible Notes are set out in Schedule 2.

(d) **Date of issue**

The Company anticipates that the Convertible Notes will be issued in January 2023, as soon as practicable after the Meeting, and in any event no later than 3 months after the date of the meeting.

(e) **Price of the Convertible Notes**

The 1,000,000 Convertible Notes are to be issued at a price of A\$1.00 per Convertible Note, to raise approximately A\$1,000,000.

(f) **Purpose of the Issue**

Refer to Section 6.1 above which sets out the purpose of the Placement and issue of Convertible Notes.

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Convertible Notes are to be issued under a convertible note subscription agreement between the Company and Saorsa Health (as subscriber). The agreement provides for the issue of 1,000,000 Convertible Notes to raise A\$1,000,000 (before costs) for the Company.

The agreement provides that the issue of the Convertible Notes is subject to Shareholder approval as a condition precedent.

Under the agreement the Company and Saorsa Health give representations and warranties on terms which are considered customary and not unusual for agreements of this nature.

7.3 **Directors' recommendations**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

8. Resolution 7: Approval of Employee Incentive Plan and issue of Equity Securities under the Plan

8.1 **Background**

The Company has established an Employee Incentive Plan under which Directors, officers, employees and certain contractors may be offered share-based incentive awards.

The key objectives of the Plan are to:

- (a) establish a method by which eligible participants can participate in the future growth and profitability of the Company;
- (b) provide an incentive and reward for eligible participants for their contributions to the Company;
- (c) attract and retain a high standard of managerial and technical personnel for the benefit of the Company; and
- (d) align the interests of the eligible participants more closely with the interests of Shareholders, by providing an opportunity for eligible participants to hold an equity interest in the Company.

8.2 Listing Rule requirements

Subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities that a listed entity can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.2 (exception 13(b)) provides an exception to Listing Rule 7.1 for the issue of Equity Securities under an employee incentive scheme (e.g. the Employee Incentive Plan) that has been approved by an entity's shareholders. For a period of 3 years from approval, Equity Securities issued to persons who are not 'related party' of the entity for the purposes of the Listing Rules under the employee incentive scheme are not counted in the calculation of the entity's 15% issuing capacity under Listing Rule 7.1.

If Resolution 7 is passed, Equity Securities issued under the Company's Employee Incentive Plan to persons who are not a 'related party' of the Company for the purposes of the Listing Rules will be excluded from the Company's 15% issuing capacity under Listing Rule 7.1.

If Resolution 7 is not approved, the Company may still issue Equity Securities under the Employee Incentive Plan to non-related parties under its Listing Rule 7.1 issuing capacity. However, this will reduce the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 months following the date of the issue of the relevant securities.

8.3 Corporations Act requirements

Section 260A of the Corporations Act provides a general restriction on companies providing financial assistance for the acquisition of shares in themselves. Further, section 259B(1) of the Corporations Act prohibits companies from taking security over their own shares.

The Employee Incentive Plan allows for the grant of loan-funded awards whereby the Company may provide limited-recourse, secured loans to eligible participants to fund their acquisition of Equity Securities under the plan. Such arrangements would constitute financial assistance for the purposes of section 260A of the Corporations Act, and would generally involve the Company taking security over its own shares for the purposes of section 259B.

However, sections 260C(4) and 259B(2) of the Corporations Act provide exception to these restrictions in relation to the provision of financial assistance and the taking of security under an employee share scheme (e.g. the Employee Incentive Plan) approved at a general meeting of the company.

8.4 Listing Rule Information

The following information is provided in relation to the Employee Incentive Plan, for the purposes of Listing Rule 7.2 (exception 13(b)).

(a) Summary of terms

A summary of the material terms of the Employee Incentive Plan is set out in the Schedule 3.

(b) **Securities previously issued under the Plan**

The Company has issued no securities under the Plan.

(c) **Maximum number of securities proposed to be issued**

The maximum number of Equity Securities which may be issued by the Company under the Employee Plan over the 3 years within the limit under Listing Rule 7.2 (exception 13(b) from the date of the Meeting is 53,157,895 Equity Securities. It is not envisaged that the maximum number of Equity Securities for which approval is sought will be issued immediately.

8.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7. This will give the Board the flexibility to issue awards to eligible participants (who are not a 'related party' of the Company for the purposes of the Listing Rules) under the Employee Incentive Plan without using the Company's issuing capacity under Listing Rule 7.1.

9. Resolutions 8(a), 8(b), 8(c), 8(d), 8(e), 8(f) and 8(g) and Resolution 9: Approval to issue Performance Rights to Directors, Proposed Directors and Durant Wyot Capital

9.1 Background

Resolutions 8(a), 8(b), 8(c), 8(d), 8(e), 8(f) and 8(g) are separate resolutions which seek Shareholder approval under sections 208 and 195(4) of the Corporations Act and Listing Rule 10.14 for the grant of Performance Rights to each of the Directors and Proposed Directors, under the Company's Employee Incentive Plan.

The Company is proposing, subject to obtaining Shareholder approval, to issue a total of up to 31,447,368 Performance Rights under Resolutions 8(a) to 8(g), to Directors and Proposed Directors as incentives and remuneration for their services as Directors.

The issue of the Performance Rights to the Proposed Directors is subject to their appointment as Directors.

The issue of Performance Rights is considered an effective way to remunerate Directors for their services, and to align the interests and efforts of Directors in seeking to create value for Shareholders with the interests of Shareholders.

The Board also considers that the provision of Performance Rights as remuneration to the Directors and as an incentive is a prudent means of conserving the Company's available cash reserves, while allowing the Company to continue to attract and maintain experienced and qualified Board members.

The Company is also proposing, subject to obtaining Shareholder approval, to issue a total of 1,973,684 Performance Rights under Resolution 9 to Durant Wyot Capital as part consideration for its services to the Company as financial adviser and manager of the Capital Raising. Durant Wyot Capital is an entity controlled by Jason Bennett, the Proposed Director.

9.2 Summary of terms of Performance Rights

The Performance Rights are to be issued under the Company's Employee Incentive Plan (**Plan**), which is summarised in Schedule 3 to this Explanatory Statement.

The Performance Rights are proposed to be issued on the terms and conditions in Schedule 4 to this Explanatory Statement.

The Performance Rights will each convert into a Share for no consideration on exercise once the vesting conditions have been satisfied and will expire 4 years from the date of grant.

Each vested Performance Right entitles the holder of that Performance Right to be issued with one Share on the satisfaction of both of the following vesting conditions (each a **Vesting Condition**) at the end of or during the period 3 years after the date of grant:

- (a) the volume weighted average price (**VWAP**) of Shares traded on ASX for a period of 60 consecutive Trading Days is \$0.057 or more; and
- (b) revenue from ordinary operations as reported to ASX to exceed \$1,584,750 for each of two consecutive quarters.

9.3 Corporations Act Requirements

Section 208(1) of the Corporations Act requires that, where a public company proposes to give a financial benefit to a Related Party, the public company must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Performance Rights to a Director or Proposed Director (or their nominee) constitutes the giving of a financial benefit to a Related Party of the Company for the purposes of section 208 of the Corporations Act.

Section 211 of the Corporations Act provides that shareholder approval is not required to give a financial benefit in circumstances where the benefit constitutes remuneration which would be reasonable given the Company and the Related Party's circumstances.

While the Board considers the reasonable remuneration exception in section 211 of the Corporations Act may apply to the grant of the Performance Rights, in the circumstances, given all Directors are potential recipients of the Performance Rights, the Board proposes to seek Shareholder approval under section 208 of the Corporations Act in the interests of transparency.

Further, under section 195(4) of the Corporations Act, if there are not enough directors to form a quorum for a Directors' meeting to resolve a matter owing to the material personal interest a Director may have in that matter, the Directors may call a general meeting and pass a resolution to deal with that matter. Insofar as each of the Directors have a material interest in one of Resolutions 8(a) to 8(f), the Directors cannot form quorum to decide on the Resolutions and therefore seek Shareholder approval.

9.4 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 – a director of the company;
- 10.14.2 – an Associate of a director of the company; or
- 10.14.3 – a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Performance Rights falls within Listing Rule 10.14.1 above and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

If any of Resolutions 8(a) to 8(g) are passed, the Company will be able to proceed with the issue and the relevant Director will be issued the Performance Rights under that Resolution.

If any of Resolutions 8(a) to 8(g) are not passed, the Company will not be able to proceed with the issue and the relevant Director will not be issued the Performance Rights under that defeated Resolution.

If Resolution 9 is passed, the Company will be able to proceed with the issue and Durant Wyot Capital will be issued the Performance Rights under that Resolution.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue and Durant Wyot Capital will not be issued the Performance Rights under that defeated Resolution.

9.5 Information required under Listing Rule 10.15 and section 219 of the Corporations Act

Listing Rule 10.15 and Section 219 of the Corporations Act both require certain similar information to be provided to Shareholders to obtain approval to issue securities under Listing Rule 10.14 or to issue financial benefits to a Related Party under the Corporations Act.

In relation to Resolutions 8(a) to 8(g) and Resolution 9, the following information is provided for the purposes of obtaining Shareholder approval:

(a) **Name of the person(s) / Related Party and number and class of security proposed to be issued to the person / the nature of the financial benefits to be provided**

Resolution	Director / Related Party	Number of Securities / nature of financial benefit
8(a)	Daniel Sims (or his nominee), proposed Executive Chairman	5,263,158 Performance Rights
8(b)	Hamish Sprague (or his nominee), proposed Managing Director	4,868,421 Performance Rights
8(c)	Angela Choong (or her nominee), proposed Executive Director	4,868,421 Performance Rights
8(d)	Ang Kong Meng (or his nominee), Non-Executive Director	4,605,263 Performance Rights
8(e)	Evgenii Tugolukov (or his nominee), Non-Executive Director	3,947,368 Performance Rights
8(f)	Robert McKenzie (or his nominee), proposed Non-Executive Director	2,631,579 Performance Rights
8(g)	Jason Bennett (or his nominee), proposed Non-Executive Director	5,263,158 Performance Rights
9	Durant Wyot Capital and Jason Bennett, proposed Non-Executive Director	1,973,684 Performance Rights

(b) **Which category in Listing Rules 10.14.1—10.14.3 the person falls within and why**

Each of the persons listed in Section 9.5(a) above (except for Durant Wyot Capital) is a Director or a Proposed Director of the Company and therefore falls within Listing Rule 10.14.1.

In the event that Performance Rights were issued to a nominee of a Director, that nominee would fall into the category stipulated by Listing Rule 10.14.2.

Durant Wyot Capital is an entity controlled by Jason Bennett, a proposed Director, and falls within Listing Rule 10.14.2 as an “associate” of a proposed Director.

(c) **Value of securities / financial benefit**

The table below sets out the estimated value of the Performance Rights and the estimated financial benefit to be received by the Related Parties.

Related Party	Number of Performance Rights	Value per Performance Right	Total Value / Estimated Financial Benefit
Daniel Sims	5,263,158	A\$0.0178	A\$93,684
Hamish Sprague	4,868,421	A\$0.0178	A\$86,658
Angela Choong	4,868,421	A\$0.0178	A\$86,658
Ang Kong Meng	4,605,263	A\$0.0178	A\$81,874
Evgenii Tugolukov	3,947,368	A\$0.0178	A\$70,263
Robert McKenzie	2,631,579	A\$0.0178	A\$46,842
Jason Bennett	5,263,158	A\$0.0178	A\$93,648
Durant Wyot Capital (associate of Jason Bennett)	1,973,684	A\$0.0178	A\$35,132
Total	33,421,052		\$594,895

The value of the Performance Rights has been determined by the Company’s financial adviser BDO Corporate Finance (SA) Pty Ltd using the following methodology and inputs:

Methodology	Monte Carlo option pricing model
Inputs:	
Underlying share price at valuation date	A\$0.0285 / Share (being the issue price of the Placement Shares)
Date of valuation	16 November 2022
Performance measuring period and vesting date	3 years and vesting 29 December 2025
Volatility	70%
Risk free interest rate	3.29% (3-year Australian Government bond rate)
Value per right	A\$0.0178

(d) **Remuneration of Directors and Proposed Directors**

The table below sets out the total remuneration paid or payable to each of the Directors and Proposed Directors for the last two financial years and the proposed estimated total remuneration for the current financial year, including superannuation entitlements.

Director / Proposed Director	Financial year ended 31 August 2021	Financial year ended 31 August 2022	Financial year ended 31 August 2023 (estimated)
Daniel Sims	Nil	Nil	A\$88,400 ¹
Hamish Sprague	Nil	Nil	A\$300,195 ¹
Angela Choong	S\$185,121	S\$148,960	S\$254,640
Ang Kong Meng	Nil	Nil	A\$10,000 ²
Evgenii Tugolukov	S\$13,845	A\$13,905	A\$10,000 ²
Jeslyn Leong	S\$13,845	S\$13,905	Nil
Robert McKenzie	Nil	Nil	A\$11,050 ²
Jason Bennett	Nil	Nil	A\$11,050 ²

Notes:

1. Assumes the executive engagement takes effect from 1 January 2023 and remuneration is payable for 8 months of the full financial year. The proposed annual base remuneration of Daniel Sims as Executive Chairman is \$132,600 (including superannuation) and of Hamish Sprague as Managing Director is \$450,292 (including superannuation).
2. Existing non-executive Directors (Messrs Ang and Tugolukov) will not be paid cash fees for the first 6 months of their continued engagement as Directors. Proposed Directors (Messrs McKenzie and Bennett) will not be paid cash fees during the first 6 months of their appointment as Directors. The base amount of fees otherwise payable to non-executive Directors is currently set at A\$60,000 per annum.

(e) **Security holding interests of Directors and Proposed Directors**

The table below sets out the securities and rights in the Company in which the Directors and Proposed Directors have a direct or indirect interest at the date of the Notice. The table does not include Performance Rights proposed to be issued subject to Shareholder approval of Resolutions 8(a) to 8(g).

Related Party	Shares	
	Direct	Indirect
Daniel Sims	Nil	Nil
Hamish Sprague	Nil	Nil
Angela Choong	Nil	Nil
Ang Kong Meng	46,062,300	12,062,300 ¹
Evgenii Tugolukov	Nil	21,000,000 ²
Robert McKenzie	Nil	Nil
Jason Bennett	Nil	Nil
Durant Wyot Capital	Nil	Nil

Notes:

1. Indirect interest through Zhi Cheng Ang.
2. Indirect interest through RusSing Med Holdings Pte Ltd.

(f) **Voting interests and voting power of Related Parties**

The table below sets out details of the respective voting interests of the Directors and Proposed Director and their controlled entities, including how these interests may change upon the events specified in the table occurring.

Related Party	Interests in Shares held by Related Party	Voting power of Related Party after event
Daniel Sims		
Current	Nil	0%
Issue of Shares on exercise of Performance Rights	5,263,158	1.04%
Hamish Sprague		
Current	Nil	0%
Issue of Shares on exercise of Performance Rights	4,868,421	0.96%
Angela Choong		
Current	Nil	0%
Issue of Shares on exercise of Performance Rights	4,868,421	0.96%
Ang Kong Meng		
Current	58,124,600	13.37%
Issue of Shares on exercise of Performance Rights	4,605,263	12.40%
Evgenii Tugolukov		
Current	21,000,000	4.64%
Issue of Shares on exercise of Performance Rights	3,947,368	4.93%
Robert McKenzie		
Current	Nil	0%
Issue of Shares on exercise of Performance Rights	2,631,579	0.52%
Jason Bennett		
Current	Nil	0%
Issue of Shares to Jason Bennett on exercise of Performance Rights	5,263,158	1.04%
Issue of Shares to Durant Wyot Capital on exercise of Performance Rights	1,973,684	0.39%
Total following issue of Shares to Jason Bennett and Durant Wyot Capital	7,236,842	1.43%

Notes:

1. Existing voting power based on total of 452,703,469 Shares proposed to be on issue at the date of the Meeting (which includes the Tranche 2 Placement Shares to be issued after the date of the Notice).
2. Voting power after the event assumes total Shares on issue on completion of the Placement, and the issue of a total of 53,157,895 Shares if all Performance Rights that are referred to in Schedule 1 are issued, and those Performance Rights vest and are exercised to Shares, and that no other Shares are issued; resulting in a total of 505,861,362 Shares on issue after the event.

(g) Dilution

If Resolutions 8(a) to 8(g) are approved, a total of up to 31,447,368 Performance Rights will be issued to Directors and Proposed Directors (or their nominees).

If Resolution 9 is approved, a further 1,973,684 Performance Rights will be issued to Durant Wyot Capital, an associate of Jason Bennett, a Proposed Director.

The issue of these Performance Rights will not result in an immediate dilution to the shareholding and voting interests of existing Shareholders as Performance Rights are not shares and do not have voting rights.

If all Performance Rights issued to Directors, the Proposed Directors and Durant Wyot Capital vest and are exercised into Shares, a total of 33,421,052 Shares will be issued, resulting in an estimated dilution of existing Shareholders interests of approximately 6.6%% assuming a total of 505,861,362 Shares are on issue at the time of exercise of the Performance Rights.

Refer to Schedule 1 of this Explanatory Statement for an illustration of the Company's proposed capital structure following the issue of the Performance Rights.

(h) Trading history

The most recent available data concerning the price of the Company's Shares traded on ASX since 15 November 2021 (i.e. approximately 12 months before the Notice Date) before the date of the Notice, is summarised in the table below.

	High	Low	Latest available
Price	A\$0.038	A\$0.038	A\$0.038
Date	15 November 2021	15 November 2021	15 November 2021

Trading in Shares on ASX has been suspended since 23 November 2021 to the date of this Notice.

(i) The number and acquisition price of securities previously issued to the recipients under the Employee Incentive Plan

Nil.

(j) Material terms of securities, reason for issue and value of the security being issued

The Performance Rights will be issued on the terms and conditions in Schedule 4 and the Plan, the key terms of which are summarised in Schedule 3 to this Explanatory Statement.

(k) Explanation of why the securities / financial benefit are to be issued

In the case of the proposed issue of the Performance Rights to the Directors and Proposed Directors:

- (i) the issue will align the interests of the Directors with those of Shareholders;
- (ii) the Performance Rights are unquoted; therefore, the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; and
- (iii) the deferred taxation benefit which is available to Directors in respect of an issue of Performance Rights is also beneficial to the Company as it means the related party is not required to immediately sell the Performance Rights to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company.

In the case of non-executive Directors, Performance Rights will be issued in lieu of non-executive Directors receiving cash fees for their services as Directors over the period of next 6 months of their appointment.

In the case of the issue of Performance Rights to Durant Wyot Capital, the Performance Rights are proposed to be issued as part consideration for Durant Wyot Capital's services as financial adviser to the Company and as manager of the Capital Raising.

It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.

(l) **Date of issue**

The Performance Rights will be issued as soon as possible after the Meeting and in any event no later than 3 years after the Meeting.

(m) **Issue price and funds raised**

The Performance Rights will be issued for nil cash consideration.

No funds will be raised from the issue of the Performance Rights.

(n) **Material terms of employee incentive scheme**

The material terms of the Company's Employee Incentive Plan are set out at Schedule 3.

(o) **A summary of the material terms of any loan that will be made to the person in relation to the acquisition**

The Performance Rights will be issued for nil cash consideration and so there are no loans to be made in relation to the issue of the Performance Rights.

(p) **Statement required by Listing Rule 10.15.11**

As required by Listing Rule 10.15.11, the Company confirms that:

- (i) details of any securities issued under the Employee Incentive Plan will be published in the Company's annual report relating to the period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (ii) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Employee Incentive Plan after the Resolutions are approved and who are not named in the Notice of Meeting will not participate until approval is obtained under that rule.

(q) **A voting exclusion statement**

Voting exclusion statements in respect of Resolutions 8(a) to 8(g) are located on pages 7 to 9 of the Notice.

(r) **Other information**

Other than as set out in this Explanatory Statement, the Directors do not consider there is any further information which the Shareholders would reasonably require in order to decide whether or not to approve Resolutions 8(a) to 8(g).

9.6 Directors' interests and recommendations

In respect of Resolution 8(a), Mr Sims has a material personal interest in the outcome of the Resolution and is the only Related Party who will receive a benefit from that Resolution being passed. The other Directors recommend that Shareholders vote in favour of the Resolution to grant Performance Rights to Mr Sims.

In respect of Resolution 8(b), Mr Sprague has a material personal interest in the outcome of the Resolution and is the only Related Party who will receive a benefit from that Resolution being passed. The other Directors recommend that Shareholders vote in favour of the Resolution to grant Performance Rights to Mr Sprague.

In respect of Resolution 8(c), Ms Choong has a material personal interest in the outcome of the Resolution and is the only Related Party who will receive a benefit from that Resolution being passed. The other Directors recommend that Shareholders vote in favour of the Resolution to grant Performance Rights to Ms Choong.

In respect of Resolution 8(d), Mr Kong Meng has a material personal interest in the outcome of the Resolution and is the only Related Party who will receive a benefit from that Resolution being passed. The other Directors recommend that Shareholders vote in favour of the Resolution to grant Performance Rights to Mr Kong Meng.

In respect of Resolution 8(e), Mr Tugolukov has a material personal interest in the outcome of the Resolution and is the only Related Party who will receive a benefit from that Resolution being passed. The other Directors recommend that Shareholders vote in favour of the Resolution to grant Performance Rights to Mr Tugolukov.

In respect of Resolution 8(f), Mr McKenzie has a material personal interest in the outcome of the Resolution and is the only Related Party who will receive a benefit from that Resolution being passed. The other Directors recommend that Shareholders vote in favour of the Resolution to grant Performance Rights to Mr McKenzie.

In respect of Resolution 8(g), Mr Bennett has a material personal interest in the outcome of the Resolution and is the only Related Party who will receive a benefit from that Resolution being passed. The Directors recommend that Shareholders vote in favour of the Resolution to grant Performance Rights to Mr Bennett.

In respect of Resolution 9, Mr Bennett has a material personal interest in the outcome of the Resolution and Jason Bennett and Durant Wyot Capital are the only Related Parties who will receive a benefit from that Resolution being passed. The Directors recommend that Shareholders vote in favour of the Resolution to grant Performance Rights to Durant Wyot Capital.

10. Resolutions 10(a) and 10(b) – Approval to issue Performance Rights to officers of the Company under the Company’s Employee Incentive Plan

10.1 Background

Resolutions 10(a) and 10(b) are separate resolutions which seek Shareholder approval under Listing Rule 7.1 for the grant of Performance Rights to the Company’s director of medical services and the Company Secretary under the Employee Incentive Plan.

The Performance Rights are proposed to be issued pursuant to the terms of the Employee Incentive Plan.

10.2 Requirement for Shareholder approval

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of Performance Rights to officers does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company’s Shareholders under Listing Rule 7.1.

If any of Resolutions 10(a) or 10(b) are passed, the Company will be able to proceed with the issue and the relevant officer will be issued the Performance Rights under that Resolution. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1

If any of Resolutions 10(a) or 10(b) are not passed, the Company will not proceed with the issue and the relevant officer will not be issued the Performance Rights under that defeated Resolution.

10.3 Listing Rule Information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolutions 10(a) and 10(b):

(a) Names of persons being issued securities or bases on which they were identified

In respect of Resolution 10(a), the person to be issued the Performance Rights is Paul Moroz (or his nominee), the proposed Director of Medical Services of the Company.

In respect of Resolution 10(b), the person to be issued the Performance Rights is Dario Nazzari (or his nominee), the Company Secretary of the Company.

(b) Number and class of securities proposed to be issued

In respect of Resolution 10(a), up to 5,263,158 Performance Rights.

In respect of Resolution 10(b), up to 2,631,579 Performance Rights.

(c) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

The full terms of the Performance Rights are set out Schedule 4.

The Performance Rights are proposed to be granted under the Company’s Employee Incentive Plan, the material terms of which are set out in Schedule 3.

(d) **Date of issue**

The Performance Rights will be issued as soon as possible after the Meeting and in any event within three months of the Meeting.

(e) **Price of the issue of the Performance Rights**

The Performance Rights are being issued as a nil issue price.

(f) **Purpose of the Issue**

The Company proposes to issue the Performance Rights to the named officers of the Company to incentivise their performance and align their interests with those of the Shareholders. The Company considers that remunerating the Employees in this manner is in the interests of the Company as the Company is able to maximise its cash reserves, which may otherwise be used to remunerate the Employees.

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

There is no agreement between the Company and either Paul Moroz and Dario Nazzari for the issue of the Performance Rights.

(h) **A voting exclusion statement**

Voting exclusion statements in respect of Resolutions 10(a) and 10(b) are located on pages 7 to 9 above.

10.4 Directors' recommendation

In respect of each of Resolutions 10(a) and 10(b) the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to grant Performance Rights to the officers.

11. Resolutions 11(a) and 11(b) – Approval to issue Performance Rights to SC Mah and Saorsa Health

11.1 Background

Resolutions 11(a) and 11(b) are separate resolutions which seek Shareholder approval under Listing Rule 7.1 for the issue of Performance Rights to a consultant and service provider to the Company.

11.2 Requirement for Shareholder approval

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of Performance Rights to advisors and consultants does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

If Resolutions 11(a) and 11(b) are passed, the Company will be able to proceed with the issue and the relevant person will be issued the Performance Rights under that Resolution. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1

If either of Resolutions 11(a) and 11(b) is not passed, the Company will not be able to proceed with the issue and the relevant person will not be issued the Performance Rights under that defeated Resolution.

11.3 Listing Rule Information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolutions 11(a) and 11(b).

(a) **Names of persons being issued securities or bases on which they were identified**

In respect of Resolution 11(a), the person to be issued the Performance Rights is Mr SC Mah (or his nominee), a consultant to the Company. Mr Mah provides and is expected to continue to provide consultancy services to the Company in relation to the sourcing of property for the Company's medical services business.

In respect of Resolution 11(b), the person to be issued the Performance Rights is Saorsa Health (or its nominee), the investor in the Capital Raising, in consideration of its agreement to invest in the Company via the issue of Placement Shares and proposed issue of Convertible Notes.

(b) **Number and class of securities proposed to be issued**

In respect of Resolution 11(a), up to 3,947,368 Performance Rights are to be issued to Mr SC Mah (or his nominee).

In respect of Resolution 11(b), up to 7,894,736 Performance Rights are to be issued to Saorsa Health (or its nominee).

(c) **If the securities are not fully paid ordinary securities, a summary of the material terms of the securities**

The full terms of the Performance Rights are set out at Schedule 4.

(d) **Date of issue**

The Performance Rights will be issued as soon as possible after the Meeting and in any event within three months of the Meeting.

(e) **Price of the issue of the Performance Rights**

The Performance Rights are being issued as a nil issue price.

(f) **Purpose of the Issue**

The Company generally proposes to issue Performance Rights to advisors, consultants and service providers of the Company as remuneration for services and to incentivise their performance and align their interests with those of the Shareholders. The Company considers that remunerating advisors, and consultants in this manner is in interests of the Company as the Company is able to maximise its cash reserves, which may otherwise be used to remunerate the advisors and consultants.

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

There is no written agreement between the Company and Mr SC Mah for the issue of Performance Rights to Mr Mah.

The Company has entered into subscription agreements with Saorsa for the issue of Placement Share and Convertible Notes, which are summarised in Sections 6.3(f) and 7.2(g) of this Explanatory Statement. The Performance Rights are proposed to be granted to Saorsa Health in consideration for entering into these agreements.

(h) **A voting exclusion statement**

Voting exclusion statements in respect of Resolutions 11(a) and 11(b) are located on pages 7 to 9 above.

11.4 Directors' recommendation

In respect of each of Resolutions 11(a) and 11(b) the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to grant the Performance Rights.

12. Resolution 12: Increase the limit of total aggregate amount of remuneration payable to non-executive Directors

12.1 Background

Resolution 12 seeks the approval of Shareholders under Listing Rule 10.17 so that the limit on the total aggregate amount of directors' fees payable to all of the Company's non-executive Directors for their services is increased by \$350,000 per annum, from the existing A\$150,000 per financial year to a maximum sum not exceeding A\$500,000 per annum.

It is not intended to use the maximum amount immediately. Approval is being sought so that the Company has adequate provision to enable the Company to attract and appoint additional non-executive Directors to the Board in order to properly manage and direct the Company as the Company grows and develops in size and complexity of operations.

If Resolution 12 is passed, the limit on the aggregate amount of directors' fees payable to all of the Company's non-executive Directors for their services will increase to A\$500,000 per financial year.

If Resolution 12 is not passed, the limit on the aggregate amount of directors' fees payable to all of the Company's non-executive Directors for their services will remain at A\$150,000 per financial year. This will adversely impact the Company's ability to retain its current non-Executive Directors.

12.2 Information in relation to the Resolution

Shareholders should note the following in relation to this resolution.

- Listing Rule 10.17 provides that an ASX-listed company must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary shares.
- The current total aggregate amount of directors' fees payable to all of the Company's non-executive Directors was set at A\$150,000 per annum prior to the Company's admission to ASX on 19 March 2007 and has not increased since that time.
- The Company currently has three non-executive Directors to whom it pays directors' fees (being Ang Kong Meng, Evgenii Tugolukov and Robert McKenzie), and three executive Directors, Daniel Sims (Executive Chairman), Hamish Sprague (Managing Director) and Angela Choong (Chief Operating Officer) to whom it pays fees and remuneration. Messrs Sims and Sprague and Ms Choong are not paid non-executive Directors' fees but are to be remunerated as executive Directors and, in the case of Hamish Sprague and Angela Choong, as employees of the Company.
- The amount of directors' fees to be paid to each non-executive Directors is currently set at A\$60,000 per annum, plus statutory superannuation entitlements. This amount may increase over time within the aggregate limit. Currently, each non-executive Director has agreed not to be paid cash fees for the first 6 months of their appointment following the date of the Notice.
- The Company proposes to increase the number of non-executive Directors to four in the immediate term, with the proposed appointment of Jason Bennett as a non-executive Director following the Meeting.

- The Company anticipates that in the near to medium term its operations and business will increase in size, scope and complexity as the Company develops its medical services business and the Company anticipates the need to retain its existing non-executive Directors and possibly attract new Directors over time, in order to better manage and direct the Company's growth.
- An increase in the limit on Directors' fees will provide the Company with the scope to retain existing non-executive Directors, and attract and appoint additional non-executive Directors, with the necessary skills and experience to enhance the existing experience and skills of the current Board.
- In response to the increasing importance of maintaining a high standard of corporate governance oversight, and the importance placed on independent representation on the Board, the number of non-executive Directors may need to increase in the future.
- The Company discloses the annual fees paid to non-executive Directors in its annual remuneration report contained in the Company's annual report.

12.3 **Directors' recommendation**

The executive Directors, Daniel Sims, Hamish Sprague and Angela Choong, recommend that Shareholders vote in favour of Resolution 12.

The non-executive Directors, Ang Kong Meng, Evgenii Tugolukov and Robert McKenzie, decline to make a voting recommendation noting their potential interests in the Resolution.

13. **Resolution 13: Appointment of Auditor**

13.1 **Background**

Resolution 13 is an ordinary resolution seeking shareholder approval to replace the Company's auditor.

Under section 327B of the Corporations Act, shareholder approval is required for the appointment of a new auditor. It is proposed that BDO Audit Pty Ltd be appointed as the auditor of the Company.

BDO Audit (SA) Pty Ltd is currently the Company's auditor. As part of becoming a national entity, BDO Audit (SA) Pty Ltd has become BDO Audit Pty Ltd. In effect, there will be no change to the auditor of the Company.

BDO Audit (SA) Pty Ltd has agreed to resign as auditor with effect from the close of the Meeting and will seek consent from ASIC for the resignation in accordance with section 329(5) of the Corporations Act prior to the Meeting.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from Mr Ang Kong Meng, in his capacity as a member of the Company. A copy of the nomination is set out in Schedule 6.

If Resolution 13 is passed, the appointment of BDO Audit Pty Ltd as the Company's new auditor will take effect at the close of the Annual General Meeting.

If Resolution 13 is not passed the Company will need to appoint a new auditor other than BDO Audit Pty Ltd.

13.2 **Directors' recommendation**

The Directors unanimously recommend that Shareholders approve Resolution 13.

14. Resolution 14 – Adoption of New Constitution

14.1 Background

The Company's current Constitution was adopted prior to the Company's listing on ASX in 2007. Since that time, there have been a number of changes to provisions of both the Corporations Act and the Listing Rules that affect matters set out in the Constitution. Given the number of changes that would need to be made throughout the current Constitution, the Directors consider that it is more appropriate to adopt the New Constitution.

The New Constitution reflects a standard listed public company constitution and has updated definitions used to reflect current terminology in the Corporations Act, Listing Rules, and ASX Settlement Operating Rules.

A summary of the material terms of the New Constitution is set out in Schedule 5.

It is not practicable to list all of the differences between the current Constitution and the New Constitution in this Notice. However, of particular note is that the New Constitution:

- (a) reflects changes to the Listing Rules regarding restricted securities, namely a two-tiered escrow regime whereby ASX will:
 - (i) still require formal restriction agreements to be executed by certain more significant holders and their controllers, such as related parties, promoters, substantial holders, service providers and their Associates; and
 - (ii) permit entities to rely on provisions in their constitutions to impose escrow restrictions on less significant holders of restricted securities and to give a pro forma notice to those holders advising them of those restrictions;
- (b) will permit dividends to be paid in the discretion of the Directors and pursuant to the "assets test" set out in section 254T of the Corporations Act rather than solely out of profits as is the case pursuant to the current Constitution, and will not require final dividends to be both recommended by the Directors and approved by Shareholders in a general meeting;
- (c) permits the Company to hold and conduct general meetings using virtual meeting technology as permitted by section 249R(1(c) of the Corporations Act; and
- (d) ensures that the conduct of meetings using virtual meeting technology are consistent with the requirements of section 253Q of the Corporations Act.

A copy of the proposed New Constitution is available for review by Shareholders at the offices of the Company. A copy of the proposed New Constitution will be tabled and available for inspection at the Meeting and a copy will be sent to those Shareholders that request a copy prior to the Meeting free of charge.

Adoption of the New Constitution will provide consistency between the Company's Constitution, the Corporations Act, and Listing Rules.

14.2 Legal requirements

Section 136 (2) of the Corporations Act provide that a company may modify its constitution by a special resolution of its shareholders.

A special resolution is defined in section 9 of the Corporations Act as a resolution passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

14.3 Summary of material terms of New Constitution

A summary of the material terms of the New Constitution is set out in Schedule 5.

14.4 Directors' recommendation

The Directors of the Company unanimously recommend that Shareholders vote to approve Resolution 14 and adopt the proposed New Constitution for the Company. The Directors do not consider that the adoption of the New Constitution will have any significant impact on Shareholders.

15. Resolution 15: Approval of Additional Placement Facility

15.1 Background

Resolution 15 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A (**Additional Placement Facility**).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without approval of its shareholders over any 12-month period to 15% of the fully-paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An "eligible entity" means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

If Resolution 15 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 15 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

15.2 Information on Additional Placement Facility

(a) Quoted securities

Any Equity Securities issued under the Additional Placement Facility must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company has one class of Equity Securities quoted on ASX, being fully-paid ordinary Shares.

(b) Formula for Additional Placement Facility

If Resolution 15 is passed, the Company may issue or agree to issue, during the 12-month period after the Meeting, the number of Equity Securities calculated in accordance with the following formula under Listing Rule 7.1A.2.

$$\text{Additional Placement Capacity} = (A \times D) - E$$

Where:

A = the number of fully-paid ordinary securities on issue at the commencement of the relevant period:

- plus the number of fully-paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16, or 17;
- plus the number of fully-paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- plus the number of fully-paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of partly-paid ordinary securities that became fully-paid in the relevant period;
- less the number of fully-paid ordinary securities cancelled in the relevant period;

D = 10%; and

E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

15.3 Listing Rule requirements

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the proposed approval of the Additional Placement Facility:

(a) Period for which the approval will be valid

The Additional Placement Facility would commence on the date of the Meeting and expire on the first to occur of the following:

- the date that is 12 months after this Meeting (i.e. 30 January 2024);
- the time and date of the Company's next annual general meeting; or
- the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(b) **Minimum price at which equity securities may be issued**

Any Equity Securities issued under the Additional Placement Facility must be in an existing quoted class of the Company's securities and issued for cash consideration per security which is not less than 75% of the VWAP for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 10 trading days of the above date, the date on which the securities are issued.

(c) **Purpose for which Equity Securities may be issued**

The Company may seek to issue Equity Securities under the Additional Placement Facility for cash consideration to fund business growth, to acquire new assets or make investments, to develop the Company's existing assets and operations and for general working capital.

(d) **Risk of economic and voting dilution**

If Resolution 15 is passed and the Company issues securities under the Additional Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- (i) the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date of this Meeting; and
- (ii) the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date or the new Equity Securities may be issued in consideration for the acquisition of a new asset.

The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the Additional Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.

The numbers are calculated on the basis of the latest available market price of Shares before the date of this Notice and the current number of Shares on issue.

Variable A in Listing Rule 7.1A		Nominal issue price		
		\$0.0285 (last issue price)	\$0.0143 (50% decrease)	\$0.057 (100% increase)
Current issued capital A = 452,703,469 Shares	New Shares (10% voting dilution)	45,270,347	45,270,347	45,270,347
	Funds raised	\$1,290,205	\$645,102	\$2,580,410
50% increase in issued capital A = 679,055,204 Shares	New Shares (10% voting dilution)	6,905,520	6,905,520	6,905,520
	Funds raised	\$1,935,307	\$967,654	\$3,870,615
100% increase in issued capital	New Shares (10% voting dilution)	90,540,694	90,540,694	90,540,694

A = 905,406,938 Shares	Funds raised	\$2,580,410	\$1,290,205	\$5,160,820
---------------------------	---------------------	-------------	-------------	-------------

Notes:

This table has been prepared on the following assumptions:

1. total Shares on issue at the date of the Meeting is 452,703,469 Shares, which includes the Placement Shares to be issued;
2. the latest available issue price of Shares, being the issue price of the Placement Shares of \$0.0285;
3. the Company issues the maximum number of equity securities available under the Additional Placement Facility;
4. existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional Placement Facility;
5. the Company issues Shares only and does not issue other types of equity securities (such as Options) under the Additional Placement Facility; and
6. the impact of placements under Listing Rule 7.1 or following the exercise of options is not included in the calculations.

(e) Allocation policy

The Company's allocation policy for the issue of Equity Securities under the Additional Placement Facility will depend on the prevailing market conditions at the time of the proposed issue. The allottees will be determined on a case-by-case basis having regard to the factors such as:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the new securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate and other advisors.

As at the date of this Notice, the Company has not identified any proposed allottees of Equity Securities using the Additional Placement Facility. However, the eventual allottees may include existing substantial Shareholders, other Shareholders and/or new investors.

None of the allottees will be a related party or an associate of a related party of the Company, except as permitted under Listing Rule 7.2. Existing Shareholders may or may not be entitled to subscribe for Equity Securities under the Additional Placement Facility and it is possible that their shareholding will be diluted.

If the Additional Placement Facility is used to acquire new assets or investments, then it is likely that the allottees will be the vendors of these assets/investments.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities under the Additional Placement Facility.

(f) Issues under Listing Rule 7.1A in past 12 months

As described in 6.1, the Company has made or will make an issue of 38,252,803 Placement Shares to Saorsa Health using its Listing Rule 7.1A capacity under the Tranche 1 Placement and Tranche 2 Placement pursuant to the share subscription agreement between the Company and Saorsa Health.

The issue under Listing Rule 7.1A had the following characteristics:

- (i) **Names of the persons to whom securities were issued or the basis on which those persons were identified or selected**

The 38,252,803 Placement Shares agreed to be issued to Saorsa Health No. 1 Pty Ltd, a sophisticated investor, who is not a Related Party of the Company nor an Associate of any Director.

- (ii) **Number and class of securities issued**

38,252,803 Placement Shares.

- (iii) **Price of issue**

\$0.0285.

- (iv) **Total consideration received and how spent**

The total consideration to be received for the 38,252,803 Placement Shares is approximately \$1,090,205. The funds are to be used to reduce existing business liabilities and provide working capital to the Company.

15.4 **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 15 as it will give the Company the flexibility to issue Securities without Shareholder approval to raise necessary working capital in the future.

16. Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

A\$	Australian dollars.
Additional Placement Facility	Has the meaning given to that term on Section 15.1.
ACDT	Australian Central Daylight Time, being the time in Adelaide, South Australia.
Annual General Meeting or Meeting	The annual general meeting of the Company, or any adjourned meeting thereof, convened by the Notice.
Annual Report	The annual report of the Company for the financial year ended 31 August 2022, including the annual financial report, the Directors' report and the Auditor's report.
Associate	Has the meaning given to that term in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires.
Auditor	The auditor of the Company.
Board	The Company's Board of Directors.
Capital Raising	The capital raising of a total of A\$3,000,000 before transaction-related expenses by the issue of a total of 70,175,439 Placement Shares at an issue price of A\$0.0285 per Share and 1,000,000 Convertible Notes, to Saorsa Health.
Chairperson	The chairperson of the Meeting.
Closely Related Parties	Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(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 dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).
Company, AAMG or Asian American Medical Group	Asian American Medical Group Limited (ACN 091 559 125).
Company Secretary	The Company Secretary of the Company at the time of the Meeting, being Mr Dario Nazzari.
Constitution	The existing Constitution of the Company.
Convertible Notes	Convertible notes to be issued by the Company on the terms described in Schedule 2.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.

Employee Incentive Plan or Plan	The Company's Employee Incentive Plan.
Equity Securities	Includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
Glossary	This glossary of terms.
Key Management Personnel	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	The listing rules of ASX as amended from time to time.
New Constitution	The proposed new constitution of the Company to be adopted if Resolution 14 is passed.
Notice or Notice of Annual General Meeting or Notice of Meeting	The notice of annual general meeting which accompanies this Explanatory Statement.
Option	An option to acquire a Share.
Performance Right	A right to acquire a Share on the vesting of performance conditions.
Placement	The placement and issue of 70,175,439 Shares at \$0.0285 per Share to be issued to Saorsa Health before the Meeting, to raise A\$2,000,000 before costs.
Placement Share	A Share issued under the Placement.
Proposed Director	Jason Bennett, a person proposed to be appointed as a Director to the Board after the Meeting.
Proxy Form	The proxy form accompanying the Notice.
Related Body Corporate	Has the meaning given to that term in the Corporations Act.
Related Party	Has the meaning given to that term in the Listing Rules.
Remuneration Report	The remuneration report within the Directors' report for the year ended 31 August 2022, contained in the Annual Report.
Resolution	A resolution set out in the Notice.
Saorsa Health	Saorsa Health No. 1 Pty Ltd (ACN 648 510 276).
Schedule	A schedule to this Explanatory Statement
S\$	Singapore dollars.
Section	A section of the Explanatory Statement.
Share	A fully paid ordinary share in the Company.
Shareholder	A holder of a Share.
VWAP	Has the meaning given to that term in the Listing Rules.

Schedule 1 – Capital Structure

Security	Number	Shareholding percentage	Fully diluted percentage
Shares			
Existing Shares	382,528,030	84.5%	75.6%
Tranche 1 Placement Shares	26,315,790	5.8%	
Tranche 2 Placement Shares	43,859,649	9.7%	
Total new Shares	70,175,439	15.5%	13.9%
Total Shares on completion of Capital Raising	452,703,469	100%	89.5%
Convertible Notes	1,000,000		
Performance Rights			
To be issued to Directors and Proposed Director:			
Daniel Sims - Executive Chairman	5,263,158		
Hamish Sprague - Managing Director	4,868,421		
Angela Choong – Chief Operating Officers & Director	4,868,421		
Ang Kong Meng – Non-Executive Director	4,605,263		
Evgenii Tugolukov – Non-Executive Director	3,947,368		
Robert McKenzie - Non Executive Director	2,631,579		
Jason Bennett – Proposed Non-Executive Director	5,263,158		
Total to Directors and Proposed Directors	31,447,368		6.2%
To be issued to Durant Wyot Capital	1,973,684		0.4%
To be issued to other officers of the Company	7,894,737		1.6%
To be issued to advisors and service providers	11,842,104		2.3%
Total Performance Rights to be issued	53,157,893		10.5%

*Fully diluted percentages based on a total of 505,861,362 Shares assuming all Performance Rights are issued and all vest and are exercised into Shares, and the Convertible Notes remain un-converted.

Schedule 2 – Terms of Convertible Notes

1. Form and face value

- 1.1 Each Note is an unsecured, unquoted, redeemable, convertible debt obligation of the Company in certificated form.
- 1.2 A certificate must be issued to the Noteholder in respect of the Notes on receipt of the application money for the Notes.
- 1.3 Each Note:
 - (a) is to be issued at an issue price of A\$1.00 and has a face value of A\$1.00 (**Face Value**); and
 - (b) must be fully paid for on application.
- 1.4 Each Note constitutes:
 - (a) an unconditional and irrevocable undertaking by the Company to the Noteholder to make all payments in respect of the Note in accordance with these Note Terms; and
 - (b) an entitlement to the other benefits given to the Noteholder under these Note Terms in respect of the Note.

2. Notes Register

- 2.1 Entries in the Notes Register in relation to the Notes constitute conclusive evidence that the person so entered is the absolute owner of the Notes subject to correction for fraud or error.
- 2.2 Except as required or permitted by law, the Company must treat the person entered in the Notes Register as the absolute owner of that Note.

3. Transfer

The Notes are not transferable.

4. Security

The Notes are not secured.

5. Interest

- 5.1 The Company must pay to the Subscriber interest on the Convertible Notes calculated in accordance with this clause 5.
- 5.2 Interest on each Note:
 - (a) will accrue on the Face Value from the Issue Date at the Interest Rate;
 - (b) is calculated in accordance with formula in clause 5.3 on the basis of a 365-day year and the actual number of days elapsed; and
 - (c) is payable on the Realisation Date.

- 5.3 Each Note entitles the Noteholder to receive on the Realisation Date an amount of interest (**Interest Amount**) calculated in accordance with the following formula:

$$\text{Interest Amount} = \frac{\text{Interest Rate} \times \text{Face Value} \times N}{365}$$

where:

N means the number of days from (and including) the Issue Date until (and including) the Realisation Date.

- 5.4 Any payment of interest on the Notes must be paid without deduction or withholding for or on account of any taxes imposed by any jurisdiction unless such withholding or deduction is required by law.
- 5.5 In the event that any tax is imposed on any payment under the Notes by any jurisdiction, the Company may deduct the amount of the tax and pay or remit that amount so deducted to the appropriate tax authorities in respect of the Notes, including any amounts of additional tax by way of penalty.

6. Maturity

6.1 Each Note will mature and become Redeemable or Convertible on the:

- (a) the date 12 months after the Issue Date (**Initial Maturity Date**); or
- (b) if the Noteholder gives a notice to the Company in accordance with clause 6.2, the date within 12 to 24 months after the Issue Date specified in the Noteholder's notice as the maturity date,

(**Maturity Date**).

6.2 The Noteholder may by notice in writing to the Company given no later than 10 Business Days before the Initial Maturity Date, elect to extend the date of maturity of the Convertible Notes to a date specified in the notice that is within 12 to 24 months after the Issue Date.

6.3 The Notes remain on issue with full force and effect unless and until the Noteholder receives:

- (a) the Conversion Shares; or
- (b) the Redemption Amount.

7. Redemption or Conversion general provisions

7.1 Meanings

- (a) **Conversion** in respect of each Note, means the Note is converted into Shares.
- (b) **Redemption** in respect of each Note, means the Note is redeemed for the Redemption Amount and the Redemption Amount is paid in cash to the Noteholder.

7.2 Redemption generally

Subject to these Note Terms, Notes may only be Redeemed:

- (a) by the agreement of the Noteholder and the Company pursuant to clause 8.1; or
- (b) by the Noteholder pursuant to clause 9.3 or clause 10.2.

7.3 Redemption Amount

- (a) The Redemption Amount is equal to:
 - (i) 115% of the Total Face Value;
 - (ii) the Total Interest Amount; and
 - (iii) any adjustment for an Event of Default (clause 10).
- (b) If the Notes are to be Redeemed, on the Realisation Date the Company must pay to the Noteholder the Redemption Amount in respect of the Notes.

7.4 Conversion Number

- (a) Subject to this clause 7.4, on Conversion the number of Shares to be issued for the Notes (**Conversion Shares**) is calculated in accordance with the following formula:

$$\text{Conversion Shares} = \frac{((1.2 \times \text{FV}) + \text{Total Interest Amount})}{(\text{SP} \times 0.9)}$$

where:

FV means the Total Face Value; and

SP means the VWAP of Shares traded over the 60 Trading Days up to and including last Trading Day immediately prior to the Realisation Date.

- (b) If the total number of Shares to be issued to a Noteholder on Conversion would include a fraction of a Share, that fraction will be disregarded.

7.5 Effect of Redemption or Conversion

Upon Redemption or Conversion and payment of the Interest Amount due in respect of the Notes on the Realisation Date, all other rights conferred, or restrictions imposed by the Note no longer have effect.

7.6 Holder to become a member

The Noteholder irrevocably agrees that:

- (a) any amount due and owing by the Company to the Noteholder under this Agreement is satisfied on Conversion and is deemed applied in payment of the subscription monies due on the Conversion Shares to be issued; and
- (b) on Conversion it consents to becoming a member of the Company and being bound by the Constitution.

7.7 Failure to Convert

If on a Realisation Date the applicable Redemption Amount is not paid on Redemption or Conversion Shares are not issued on Conversion, the Note remains on issue until the Noteholder receives the Shares in respect of the Note or the Redemption Amount in cash (as applicable). This clause 7.7 does not affect the obligation of the Company to issue the Shares.

8. Redemption or Conversion

8.1 During the period commencing 20 Business Days prior to the Maturity Date and ending on the Maturity Date, the parties may agree in writing to Redemption of the Notes with effect from the Maturity Date.

8.2 If parties do not agree to Redemption of the Notes in accordance with clause 8.1 and to the extent Redemption pursuant to clauses 9.3 or 10.2 does not occur, the Notes must be Converted to Conversion Shares on the Maturity Date.

9. Requirements of Law for Conversion

9.1 Conversion must not breach the law

Notwithstanding any other provision of this document, the Company must not permit the Conversion of any Note, and the Noteholder must not demand the Conversion of any Note, where to do so would be in breach of any Law, including without limitation the requirement to obtain the approval of Shareholders under the Corporations Act, the Listing Rules or the Constitution, in respect of the issue of Shares or options to the Noteholder.

9.2 Noteholder assistance

The Noteholder must do all things, including by delivering all documents and other information, reasonably requested by the Company, for the purposes of satisfying any Law applicable to the Conversion of any Notes, or assisting the Company to comply with its obligations under clause 9.1.

9.3 Remedy

If the Conversion of any Notes would result in a breach of any Law without the approval of a Governmental Agency or the Shareholders, and such consent or approval is withheld or is not forthcoming, then the sole remedy of the Noteholder is to demand repayment of the Redemption Amount due and payable for the Notes held by the Noteholder that are not subject to Conversion. The Company must subsequently Redeem the Notes within 20 Business Days after the date of receipt of the Noteholder's notice of demand.

10. Event of Default

10.1 Notification

If an Event of Default occurs, the Company must, promptly after becoming aware of it, notify the Noteholder of the occurrence of the Event of Default.

10.2 Early Redemption on Event of Default

If an Event of Default occurs and has not been remedied within 10 Business Days following the Company becoming aware of the Event of Default, the Noteholder may serve a notice on the Company declaring the Note to be Redeemable at the Redemption Amount. The Company must subsequently Redeem the Notes within 20 Business Days after the date of receipt of the Noteholder's notice.

11. Rights of Noteholder

11.1 General meetings and voting

Convertible Notes do not confer on the Noteholder any rights to:

- (a) receive notice of, or attend, a general meeting of the Company; or
- (b) vote at a general meeting of the Company.

11.2 Rights of participation in security issues

The Noteholder is not entitled, solely by virtue of holding the Convertible Notes, to participate in any new issue to the Shareholders of securities in the Company unless Conversion has occurred before the record date for determining entitlements to the new issue of securities and the Noteholder participates as a result of holding Shares.

12. Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company (**Reorganisation**), then the rights of the Noteholder to Convert each Convertible Note that has not at that time been Redeemed or Converted:

- (a) are to be reconstructed in the same proportion and manner as any such reconstruction of the issued capital of the Company; and
- (b) are subject to the same provisions (if any) with respect to the rounding of entitlements as are sanctioned by the meeting of Shareholders which approves any such Reorganisation,

but in all other respects, the terms for Conversion will remain unchanged.

13. Issue of Shares

13.1 Each Share issued on Conversion ranks equally with all other Shares.

13.2 The Shares must be allotted within two Business Days after the Realisation Date and the allotment will have effect and be taken to have been made on the Realisation Date.

14. Payments and other matters

14.1 All calculations of payments will be rounded to four decimal places. For the purposes of making any payment in respect of the Note, any fraction of a cent will be disregarded.

14.2 The Company may deduct from any payment payable to the Noteholder the amount of any withholding or other tax, duty or levy required by law to be deducted in respect of such payment.

14.3 If any deduction is required, the Company must pay the full amount required to be deducted to the relevant revenue authority within the time allowed for such payment without incurring penalty under the applicable law and will, if required by the Noteholder, deliver to the Noteholder the relevant receipt issued by the revenue authority without delay after it is received by the Company.

14.4 Subject to clause 14.2, the Company has no right to set off any amounts owing to it by the Noteholder against any amount due under these Note Terms.

14.5 If the date scheduled for any payment under these Note Terms is not a Business Day, then the payment must be made on the next Business Day (and without any interest or other payment in respect of such delay).

15. Time limit for claims

15.1 A claim against the Company for payment under these Note Terms is void unless made within 5 years of the due date for payment.

16. Repayment in a winding-up of the Company

16.1 If there is a winding up of the Company and Notes have not been Converted or Redeemed, the Noteholder will have the right to payment, in respect of the Notes, of an amount of cash (**Liquidation Sum**) equal to the sum of:

- (a) the Total Face Value; and
- (b) the Total Interest Amount due but unpaid at the date of commencement of the winding up.

16.2 In a winding up of the Company, the claim of the Noteholder in respect of the Liquidation Sum ranks in priority of payment senior to the claims of Shareholders.

16.3 In a winding up of the Company if the Noteholder receives or otherwise obtains the benefit of any cash, property, securities or other proceeds on account of its claim in respect of the Note (**Note Proceeds**) in excess of its entitlement under this clause 16, it must ensure that any

such Note Proceeds in excess of its entitlement are immediately paid or delivered to the liquidator.

16.4 Nothing in this clause is taken to:

- (a) create a charge or security interest on or over any right of the Noteholder; or
- (b) require the consent of any creditor to any amendment to this clause.

17. Duty

17.1 The Noteholder is liable for, must pay, and indemnify the Company for, all stamp duty, duty, or like duties or imposts (**Duty**) (including any fine, interest or penalty) payable or assessed on or in connection with the issue, acquisition, conversion of any Notes or Shares in respect of that Noteholder and which are evidenced, effected or contemplated by this document.

17.2 If the Company pays any Duty referred to in this clause (including any fine, interest or penalty), in whole or in part, the Noteholder must reimburse the Company without set-off or deduction immediately on demand.

18. Amendment of these Note Terms

18.1 Subject to any requirements of the Listing Rules and the Law, these Note Terms may only be amended by Company and the Noteholder agreeing to that amendment in writing.

19. Notices

19.1 A notice, demand, certification, process or other communication relating to this document must be in writing in English and may be given by an agent of the sender.

19.2 In addition to any other lawful means, a communication may be given by being:

- (a) personally delivered;
- (b) left at the person's current delivery address for notices;
- (c) sent to the person's current postal address for notices by pre-paid ordinary mail or, if the address is outside Australia, by pre-paid airmail; or
- (d) sent by email to the person's current email address for notices.

19.3 Each person may change its particulars for delivery of notices by notice to each other.

19.4 Each person may from time to time change its address by giving notice pursuant to this clause 19 to the other.

19.5 Subject to clause 19.7, a communication is given if posted:

- (a) Australia to an Australian postal address, three Business Days after posting; or
- (b) outside of Australia to an Australian postal address or within Australia to an address outside of Australia, 7 Business Days after posting.

19.6 Subject to clause 19.7, a communication is given if sent by electronic mail, when the sender receives a delivery confirmation report recording the time at which the electronic mail was delivered to the addressee's last notified email address, unless the sender receives a delivery failure notification, indicating that the electronic mail has not been delivered to the addressee.

19.7 If a communication is given:

- (a) after 5.00 pm in the place of receipt; or
- (b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt, it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

19.8 Any process or other document relating to litigation, administrative or arbitral proceedings relating to this document may be served by any method contemplated by this clause 19 or in accordance with any applicable law.

20. Governing law and jurisdiction

20.1 These Note Terms are governed by and must be construed according to the law applying in Western Australia.

20.2 The parties submit to the exclusive jurisdiction of the courts of Western Australia, the Federal Court of Australia and the Federal Circuit Court of Australia (as applicable).

21. Definitions and interpretation

21.1 Definitions

21.2 In these Note Terms the following terms have the following meanings:

ASX	ASX Limited (ACN 008 624 691), including the financial market operated by it as the Australian Securities Exchange.
Associate	Has the meaning given in sections 12 and 15 of the Corporations Act.
Authorisation	<p>(a) an authorisation, consent, declaration, exemption, notarisation or waiver, however it is described; and</p> <p>(b) in relation to anything that could be prohibited or restricted by Law if a Government Agency acts in any way within a specified period, the expiry of that period without that action being taken,</p> <p>including any renewal or amendment.</p>
Business Day	A day that is not Saturday, Sunday or a public holiday in Western Australia.
Company	Asian American Medical Group Limited ACN 091 559 125.
Conversion	Has the meaning given in clause 3.1(b) and Convert and Convertible have corresponding meanings.
Constitution	The constitution of the Company.
Controller	<p>In relation to a person:</p> <p>(a) a receiver, receiver and manager, administrator or liquidator (whether provisional or otherwise) of that person or that person's property; or</p> <p>(b) anyone else who (whether or not as agent for the person) is in possession, or has control, of that person's property to enforce an Encumbrance.</p>
Conversion Shares	Has the meaning given in clause 7.4(a).
Corporations Act	The Corporations Act 2001 (Cth).
Encumbrance	<p>Any of following:</p> <p>(a) an interest or power reserved in or over an interest in an asset, including any retention of title;</p> <p>(b) an interest or power created or arising in or over an interest in an asset under a bill of sale, mortgage, charge, lien, pledge, trust or other similar instrument, device or power; or</p> <p>(c) any other adverse right, title or interest of any nature, by way of security for the payment of a debt or the performance of any other obligation,</p> <p>and includes any agreement or arrangement (whether legally binding or not) to grant or create any of the above.</p>
Event of Default	The occurrence of any of the following events without the prior written approval of the Noteholder:

	<ul style="list-style-type: none"> (d) a failure by the Company to Convert the Notes and allot Conversion Shares or otherwise fulfil its obligations under these Note Terms; or (e) an Insolvency Event of the Company.
Face Value	Has the meaning given in clause 1.3(a).
Government Agency	<p>Any of the following:</p> <ul style="list-style-type: none"> (a) a government or government department or other body; (b) a governmental, semi-governmental or judicial person, or (c) a person (whether autonomous or not) who is charged with the administration of a Law.
Group	The Company and all of its “related bodies corporate” as defined in section 9 of the Corporations Act and Group Member means any one of them.
Initial Maturity Date	Has the meaning given in clause 6.1(a).
Insolvency Event	<p>Any one or more of the following events or circumstances:</p> <ul style="list-style-type: none"> (a) being in liquidation or provisional liquidation or under administration; (b) having a Controller or analogous person appointed to it or any of its property; (c) being taken under section 459F(1) of the Corporations Act to have failed to comply with a statutory demand; (d) being unable to pay its debts and interest, or being otherwise insolvent; (e) becoming an insolvent under administration, as defined in section 9 of the Corporations Act; (f) entering into a compromise or arrangement with, or assignment for the benefit of, any of its members or creditors; (g) any analogous event or circumstance under the laws of any jurisdiction; or (h) taking any step or being the subject of any action that is reasonably likely to result in any of the above occurring, unless such event or circumstance occurs as part of a solvent reconstruction, amalgamation, compromise, arrangement, merger or consolidation approved by Shareholders.
Interest Amount	Has the meaning given in clause 5.3.
Interest Rate	6.35%.
Issue Date	The date of issue of the Notes.
Law	<p>The following:</p> <ul style="list-style-type: none"> (a) principles of law or equity established by decisions of courts; (b) statutes, regulations or by-laws of the Commonwealth of Australia, or any State or Territory of the Commonwealth of Australia or a Government Agency; and (c) and any requirements and approvals (including conditions) of the Commonwealth of Australia or any State or Territory

of the Commonwealth of Australia or a Government Agency that have the force of law.

Listing Rules	The listing rules of ASX.
Liquidation Sum	Has the meaning given in clause 16.1.
Maturity Date	Has the meaning given in clause 6.1, and includes the Initial Maturity Date.
Note	The convertible Note to be issued by the Company to the Noteholder pursuant to the terms of this document.
Note Terms	These terms of issue of Notes.
Noteholder	The person entered in the Notes Register as the holder of the Note.
Notes Register	The register of Notes maintained by the Company.
Realisation Date	In the case of: <ul style="list-style-type: none">(a) a Redemption, the date on which Redemption is to occur under clauses 8.1, 9.3 or 10.2; or(b) Conversion, the date on which Conversion is to occur under clause 8.2.
Redemption	Has the meaning given in clause 7.1(b) and Redeem and Redeemable have a corresponding meaning.
Redemption Amount	The amount payable to Redeem Notes on a Redemption or Conversion.
Share	A fully paid ordinary share in the capital of the Company.
Shareholders	The holders of Shares.
Trading Day	Has the meaning given to that expression in the ASX Market Rules from time to time.
Total Face Value	The total of the Face Values of all Notes held by the Noteholder.
Total Interest Amount	The total of the Interest Amounts payable in respect of all Notes held by the Noteholder.
VWAP	In relation to one or more Trading Days, the volume weighted average price (in Australian dollars, rounded down to the nearest \$0.01) of the Shares traded in the ordinary course of business on ASX on those Trading Days, excluding crossings executed outside the open session state, special crossings, overseas trades and trades pursuant to exercise of options over Shares, as reported by Bloomberg LP.

21.3 Interpretation

In these Note Terms, unless the context requires otherwise:

- (a) headings are for convenience only and do not affect the interpretation of this Agreement;
- (b) capitalised terms have the defined meaning given to those terms in this Agreement;
- (c) if a word or phrase is defined, then its other grammatical forms have a corresponding meaning;

- (d) a reference to “party” or “parties” is a reference to the parties to this Agreement;
- (e) the singular includes the plural and vice versa;
- (f) the words “includes”, “including” and similar words, are not words of limitation and do not restrict the interpretation of a word or phrase in this Agreement;
- (g) a reference to a statute includes its subordinate legislation and a modification, replacement or re-enactment of either;
- (h) a reference to time is to Perth, Western Australia time;
- (i) if the date on which a thing must be done is not a Business Day (i.e. a day other than a Saturday, Sunday or public holiday in Perth, Western Australia), then that thing must be done on the next Business Day; and
- (j) a clause is not to be construed against a party solely on the ground that the party is responsible for the preparation of this Agreement or that clause.

Schedule 3 – Summary of Employee Incentive Plan

Item	Details
Eligibility	<p>The following persons of the Company are eligible to participate in the Employee Incentive Plan:</p> <ul style="list-style-type: none"> • an employee of the Company or any of its Associated Entities; • a director of the Company or any of its Associated Entities; • an individual who provides services to the Company or any of its Associated Entities; • any other person who is a 'primary participant' as defined in section 1100L(1)(a) of the Corporations Act in relation to the Company or any of its Associated Entities; or • any other person who is a 'related person' as defined in section 1100L(1)(b) of the Corporations Act of a 'primary participant' referred to above, <p>(Eligible Persons).</p>
Awards	<p>Awards issued under the Employee Incentive Plan includes any share-based incentive award, including:</p> <ul style="list-style-type: none"> • shares; • options to subscribe for a share issued in accordance with the Employee Incentive Plan and subject to the satisfaction of any vesting conditions, performance conditions and/or exercise conditions and payment of the relevant exercise price; or • performance rights which provide entitlements to be issued with shares, subject to the satisfaction of any vesting conditions and/or performance conditions, <p>(Awards).</p> <p>Awards may, among other things, be loan-funded or issued as tax-deferred incentives under Australian tax legislation.</p>
Administration	<p>Subject to the requirements of the Listing Rules and the Corporations Act, the Board will administer the Employee Incentive Plan and determine:</p> <ul style="list-style-type: none"> • the persons to whom the awards will be offered under the Employee Incentive Plan; and • the number of awards which may be offered to those persons.
Restriction conditions	<p>Awards may be subject to restriction conditions (such as a period of employment) which must be satisfied before the underlying Shares can be sold, transferred, or encumbered.</p>
Limits on Issue	<p>The Company must not make an offer of Awards for 'monetary consideration' (within the meaning of section 1100Q of the Corporations Act) Monetary Offers for Awards that are subject to the ESS Division to the extent doing so would contravene the 'issue cap' under section 1100W of the Corporations Act.</p> <p>The following will be excluded from the calculation of the 'issue cap' unless and to the extent they are required by applicable law to be included in such calculation:</p> <ul style="list-style-type: none"> • Awards which are issued by the Company in circumstances where the Company does not rely upon Division 1A of Part 7.12 of the Corporations Act (ESS Division) or a similar exemption or modification to the Corporations Act granted by ASIC; and • Awards offered in the following circumstances:

Item	Details
	<ul style="list-style-type: none"> ○ an Offer made to a person situated outside of Australia at the time of receipt of the Offer; ○ an Offer that did not need disclosure to the Eligible Person because of section 708 or section 1012D of the Corporations Act; or ○ an Offer made pursuant to a 'disclosure document' (as defined in the Corporations Act). <p>Awards may not be issued to any person to whom the issue of those Awards would require the approval of Shareholders under the Corporations Act, the Listing Rules or other applicable law unless:</p> <ul style="list-style-type: none"> • approval is given by Shareholders in general meeting in accordance with the applicable legal requirements; or • the issue of those Awards falls within a relevant exception to the applicable law.
Offer and Acceptance of Awards	<p>Following determination that an Eligible Person may participate in the Employee Incentive Plan, the Board may from time to time make an offer in writing to an Eligible Person. Each offer must specify, in clear, concise and effective manner:</p> <ul style="list-style-type: none"> • the date of the offer, and the final date by which the offer must be accepted; • the name and address of the Eligible Person to whom the offer is made; • the type of awards being offered; • the maximum number of awards being offered; • in the case of Options, the exercise price and the exercise period; • the vesting conditions (if any), the performance conditions and performance period (if any), the test dates (if any) and/or exercise conditions (if any) relating to the awards being offered; • the term and expiry date or end date (if any); • the summary of any rights attaching to the awards; • agreement with the Eligible Person for the Company to supply details to third parties (including the share registry of the Company) where required by law; and • any other matters required to be specified in the Offer by the Corporations Act, including the ESS Division.
Vesting of Awards	<p>The Board may, at its absolute discretion, determine that awards issued will be subject to vesting conditions (e.g. performance milestones) and in those circumstances, awards cannot vest in the Eligible Person until such time as those vesting conditions have been satisfied or waived.</p> <p>If the vesting conditions are not satisfied, the awards will lapse or be cancelled.</p>
Plan Shares	<p>Any share received pursuant to an award under the Employee Incentive Plan by an Eligible Person (Plan Share) will:</p> <ul style="list-style-type: none"> • be credited as fully paid; • rank equally in all respects with shares already on issue (except for entitlements which had a record date before the date of issue or transfer of the Plan Share); and • be subject to any restrictions imposed under the Employee Incentive Plan. <p>The Company will apply for quotation of Plan Shares as soon as practicable following the issue of those Plan Shares.</p>

Item	Details
Dividends and Voting Rights	<p>Plan Shares</p> <p>An Eligible Person who holds awards which are Plan Shares is entitled to receive:</p> <ul style="list-style-type: none"> • a notice of meeting of shareholders and may exercise any voting rights attaching to those Plan Shares; and • income deriving from those Plan Shares, including dividends and distributions declared or paid on those Plan Shares. <p>Convertible Securities</p> <p>Holders of convertible securities do not have any of the following rights unless and until Plan Shares are allocated or acquired on vesting and exercise:</p> <ul style="list-style-type: none"> • the right to receive notice of, attend and vote at general meetings of the Company; • the right to dividends by the Company; • the right to a return of capital by the Company; or • the right to participate in the surplus assets of the Company on winding-up.

Schedule 4 – Terms of Performance Rights

1. Grant

- (a) The Company will offer performance rights (**Performance Rights**) on and subject to these terms and conditions and the Company's Employee Incentive Plan Rules (if the Performance Rights are granted under the Company's Employee Incentive Plan).
- (b) To the extent of any inconsistency between these terms and any Employee Incentive Plan Rules, these terms will prevail.
- (c) The grant of any Performance Rights is subject to the approval of Shareholders at a general meeting.

2. Entitlement

- (a) Subject to this paragraph 2(a) and any applicable requirements of the ASX Listing Rules, each vested Performance Right entitles the holder of that Performance Right (**Holder**) to be issued with one Share (**Entitlement**) on the satisfaction of both of the following conditions (each a **Vesting Condition**) at the end of or during the period 3 years after the date of grant (**Performance Period**):
 - (i) the volume weighted average price (**VWAP**) of Shares traded on ASX for a period of 60 consecutive Trading Days is \$0.057 or more; and
 - (ii) revenue from ordinary operations as reported to ASX to exceed \$1,584,750 for each of two consecutive quarters.
- (b) In the event there is a consolidation of Shares, the Share prices stated as the Vesting Condition in paragraph 2(a)(i) above will be increased by the inverse proportion of the ratio by which the Shares are consolidated.
- (c) The Company's obligations to the Holder in relation to a Performance Right are discharged and satisfied in full upon issuing the Entitlement for the Performance Rights.

3. Vesting

- (a) Subject to paragraph 13, a Performance Right automatically vests in the Holder upon satisfaction of the Vesting Conditions following which the Holder may elect to receive the Holder's Entitlement.
- (b) If a Vesting Condition for Performance Rights is not achieved within the Performance Period, the Performance Rights will not vest, subject to these terms and the Employee Incentive Plan Rules.
- (c) Satisfaction of the Vesting Conditions is to be determined by the Board, subject to these terms and the Employee Incentive Plan Rules. The Board's determination as to whether a Vesting Condition has been achieved is final.
- (d) If the Vesting Conditions are satisfied during the period of a Holder's employment with, or term of office with, the Company or a company within the Group, the Performance Rights will vest and will not be subject to forfeiture.

4. Expiry and forfeiture

- (a) Each Performance Right will expire at 5:00 pm (WST) on the date that is 4 years from the date of issue (**Expiry Date**). A Performance Right not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (b) Performance Rights that have not vested will automatically:
 - (i) lapse and terminate at midnight on the last day by which the Vesting Conditions must be achieved;
 - (ii) lapse and be forfeited if the Holder is an employee and the Holder:
 - A. voluntarily resigns from employment with the Company or a company within the Group; or
 - B. if the Holder's employment with the Group is summarily terminated by the employer in circumstances where the employer is expressly permitted by the

terms of the employment agreement to summarily terminate the employment without notice; and

- (iii) lapse and be forfeited if the Holder is an officer or Director of the Company or a company within the Group and the Holder ceases to be an officer (in any capacity) or Director of the Company or a company within the Group.
- (c) A Performance Right will not lapse and be forfeited if the Holder ceases to be an employee or officer of the Company or a company within the Group due to death, permanent disablement, or any other circumstance in which the Board determines the Performance Right should not lapse and be forfeited.

5. **Vesting on change of control**

In the event that:

- (a) a person, or a group of associated persons, becoming entitled to sufficient Shares to give that person or persons the ability, in a general meeting, to replace all or a majority of the Board;
- (b) a takeover bid under Chapter 6 of the Corporations Act is made in respect of the Company under which acceptances have been received for more than 50% of the Company's shares on issue and the bid is declared unconditional by the bidder; or
- (c) a Court grants orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies (including under Part 5.1 of the Corporations Act,

prior to the Vesting Conditions being achieved or satisfied for one or more classes of Performance Rights (**Unvested Rights**) being achieved, then all of the Unvested Rights on issue will vest.

6. **Exercise Period**

The Performance Rights are exercisable into Shares at any time after vesting on or prior to the Expiry Date (**Exercise Period**) after which the Performance Rights will lapse. Subject to compliance with applicable laws and regulations and the ASX Listing Rules, the Board has discretion at any time to declare any Performance Rights which have not vested as having vested in the event the holder fails to satisfy the Vesting Condition for the Performance Right.

7. **Notice of Exercise**

The Performance Rights may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**).

8. **Exercise Date**

A Notice of Exercise is only effective on and from the date of receipt of the Notice of Exercise (**Exercise Date**).

9. **Timing of issue of Shares on exercise**

- (a) Within 5 Business Days after the Exercise Date, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights specified in the Notice of Exercise;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights.
- (b) If a notice delivered under paragraph 9(a)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

10. **Shares issued on exercise**

Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.

11. **Transfer and encumbrances**

- (a) A Performance Right is not transferrable.
- (b) A Holder must not grant or permit any security interest or other encumbrances over a Performance Right.

12. **Quotation of Performance Rights**

The Company will not apply for quotation of any Performance Rights.

13. **Quotation of Shares**

If the Entitlement is issued for Performance Rights and the Company is admitted to ASX, the Company will apply to ASX for official quotation of those Shares.

14. **New issues**

A Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless the Holder's Performance Rights (or any of them) have vested and the Entitlement has been issued before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares.

15. **Participation in entitlements and bonus issues**

A Performance Right does not entitle a Holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to Shareholders, such as a bonus issue or an entitlement issue.

16. **Reorganisation**

- (a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Holder in relation to the Performance Rights held by the Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (b) Any calculations or adjustments which are required to be made in relation to paragraph 16(a) will be made by the Company's Board of Directors and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder.
- (c) The Company must, within a reasonable period of a reorganisation paragraph 16(a) occurring, give to the Holder notice of any change to the number of Shares which the Holder is entitled to receive under the Entitlement for the Performance Rights.

17. **Issue of Entitlement**

- (a) If the Company elects to provide the Entitlement for Performance Rights, within 10 days after issuing the Election Notice, the Company must issue to the Holder the Entitlement for that class.
- (b) Subject to the Company's Constitution, all Shares issued in relation to the Entitlement for Performance Rights will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.
- (c) Any Shares that are acquired on the vesting of Performance Rights in accordance with a Rights Offer will be issued or transferred to the Rights Holder free of any holding lock or other restriction on dealing, subject to any restriction on trading by reason of the provisions of the Corporations Act applicable to secondary trading in Securities.

18. **Dividend and voting rights**

A Performance Right does not confer on the Holder an entitlement to vote (except as otherwise required by law) or receive dividends.

19. **No rights to return of capital**

A Performance Right does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

20. **Amendments required by ASX**

These terms may be amended as necessary by the Company's Board of Directors in order to comply with the ASX Listing Rules (if applicable), or any directions of ASX (if applicable) regarding the terms, provided that, subject to compliance with the ASX Listing Rules, the economic and other rights of the Holder are not diminished or terminated following such amendment.

21. **Governing law**

These terms and the rights and obligations of the Holder are governed by the laws of New South Wales. The Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of New South Wales in this respect.

Schedule 5 – Summary of New Constitution

Set out below is a summary of the key terms of the proposed New Constitution of the Company, for which Shareholder approval is sought pursuant to Resolution 14. This summary is not intended to be exhaustive and does not constitute a definitive statement of all the rights, liabilities and obligations set out in the New Constitution.

Item	Details
Issue of Shares	The issue of Shares and Options by the Company is under the control of the Directors, who may on any terms, at any time and for any consideration, allot and issue shares in the Company (Shares) (including preference shares) and grant Options over unissued Shares.
Transfer of Shares	<p>A Shareholder may transfer one or more Shares it holds by a proper ASX Settlement transfer or an instrument of transfer in compliance with the New Constitution. A Shareholder may also transfer Shares by any other method permitted by the Corporations Act, the Listing Rules or the ASX Settlement Operating Rules (together, the Applicable Law).</p> <p>Except as permitted by the Listing Rules, a Shareholder must not dispose of restricted securities during the escrow period for these securities.</p> <p>Subject to the ASX Settlement Operating Rules, a person transferring a Share remains the registered holder of that Share until the transfer for that Share is registered and the name of the transferee is entered in the register of Shareholders as the holder of that Share.</p> <p>The Company must not fail or refuse to register a transfer of a Share except where permitted or required under the Applicable Law or under other limited circumstances as set out in the Constitution. The Company must not charge any fee for registering a transfer of Shares except as permitted by the Applicable Law.</p> <p>The Company must issue to each Shareholder, in accordance with the Applicable Law, one certificate in respect of each class of Shares registered in the Shareholder's name.</p> <p>However, the Directors may resolve that the Company will not issue certificates for Shares, or will cancel existing certificates for Shares without issuing a replacement certificate.</p>
Reduction of capital and buy backs	The Company may reduce its share capital and buy back Shares on any terms and at any time.
Disposal of less than a marketable parcel	The Company may sell the Shares of a Shareholder if the Shareholder holds less than a marketable parcel of a particular class of Shares within the meaning of the Listing Rules (being a parcel of Shares with a market value of less than \$500). To invoke this procedure, the Directors must first give written notice to the relevant Shareholder, who may then elect not to have his or her Shares sold by notifying the Directors.
Variation of class rights	Class rights attaching to a particular class of Shares may be varied or cancelled by a special resolution of the Company and either the written consent of holders of at least 75% of the Shares in that class or a special resolution passed at a meeting of the holders of the Shares in that class.
Preference Shares	<p>The Corporations Act requires that certain rights of preference Shares must be set out in the Constitution of the Company or approved in general meeting by special resolution before preference Shares are issued.</p> <p>The Constitution permits the Company to issue preference Shares including preference Shares that are redeemable in a manner permitted by the Corporations Act and preference Shares in accordance with particular terms set out in the Constitution.</p>

Item	Details
	The holder of a preference Share has the same rights as the holder of an ordinary Share in relation to receiving notices, reports and audited accounts and attending meetings of Shareholders, but has restricted voting rights.
Liens	If the Company issues partly paid Shares and a call made on those Shares is unpaid, the Company will have a lien over those Shares. The Company may enforce the lien by selling those Shares.
Forfeiture of Shares	The Company may forfeit and sell a Share of a Shareholder by a resolution of Directors if that Shareholder has failed to pay a call or instalment on that Share. The Directors must provide the Shareholder with written notice of the forfeiture.
Meeting of Shareholders	Directors may call a meeting of Shareholders whenever they think fit (and one Director may do so, subject to the provisions of the Corporations Act). Shareholders may call a meeting as provided by the Corporations Act. The Constitution contains provisions prescribing the content requirements of notices of meetings of Shareholders and all Shareholders are entitled to a notice of meeting. Consistent with the Corporations Act, a meeting may be held in two or more places linked together by audio-visual communication devices, or held using technology only. A quorum for a meeting of Shareholders is two eligible voters.
Voting of Shareholders	Resolutions of Shareholders are passed by simple majority and will be decided by poll or a show of hands. On a poll, each eligible Shareholder has one vote for each fully-paid Share held and a fraction of a vote for each partly paid Share determined by the amount paid up on that Share. On a show of hands each eligible voter present has one vote.
Proxies	An eligible Shareholder may appoint a proxy to attend and vote at the meeting on that Shareholder's behalf. The Constitution contains provisions specifying the form and manner of lodgement of proxy instruments. A Shareholder which is a corporation may appoint an individual to act as its representative.
Directors	<p>The minimum number of Directors is 3 and the maximum is 10, unless the maximum is changed by the Company in general meeting. The existing Directors and the Company in general meeting may appoint a new Director to fill a casual vacancy. Any such Director must retire at the next following annual general meeting of the Company (at which meeting he or she may be eligible for election as a Director). No Director other than the managing director may hold office later than the third annual general meeting after his or her appointment or election without submitting himself or herself for re-election.</p> <p>For a person to be eligible for election as a Director, a nomination for the office of Director and the written consent of the proposed Director must be received by the Company in a stipulated period prior to the meeting.</p>
Powers of Directors	The business of the Company is to be managed by or under the direction of the Directors.
Remuneration of Directors	<p>The total fees payable to non-executive Directors must not exceed the aggregate fixed sum determined by Shareholders in general meeting and must not be calculated as a commission on, or percentage of, profits or operating revenue.</p> <p>The Directors must be paid all reasonable travelling and other expenses properly incurred in performance of their duties. The Constitution allows for retirement benefits to be paid to Directors.</p> <p>The remuneration of executive Directors must not be calculated as a commission on, or percentage of, operating revenue.</p>
Indemnity and insurance	The Company, to the extent permitted by law, must indemnify each person who is or has been a Director or a company secretary of the Company against liabilities incurred by that person whilst acting in that capacity and against costs and expenses incurred by that person in defending an action for a liability that may be incurred by that person whilst acting in that capacity.

Item	Details
	To the extent permitted by the law, the Company may also pay the premium in respect of any insurance policy for any person who is or has been a Director or a company secretary of the Company against liabilities incurred by that person whilst acting in that capacity.
Execution of documents	In accordance with the Corporations Act, the execution of documents by the Company without the use of the Company's seal is permitted.
Dividends	<p>Dividends need not be paid out of profits, but may only be paid where the Company's assets exceed its liabilities by at least the amount of the dividend to be paid, where it is fair and reasonable to the Shareholders as a whole and where the payment of the dividend would not materially prejudice the Company's ability to pay its creditors.</p> <p>The Directors may fix the amount, the time for payment and the method of payment of a dividend. Subject to any special rights attaching to Shares (such as preference Shares), dividends will be paid proportionately to the amounts paid up on the Shares. The Company is not required to pay any interest on dividends.</p>
Winding up	If the Company is wound up, any surplus assets and profits of the Company must be divided amongst the Shareholders in proportion to the amount credited as paid up on the Shares held by them, subject to any rights attaching to Shares which may in the future be issued with special or preferred rights.

Schedule 6 - Nomination of Auditor

The Directors
Asian American Medical Group Limited
25 Peel Street Adelaide SA

25 October 2022

Dear Directors

The undersigned being a member of Asian American Medical Group Limited hereby nominates BDO Audit Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Ang Kong Meng', with a long, sweeping underline that extends to the left.

Ang Kong Meng