
AZURE HEALTH TECHNOLOGY LIMITED

ACN 111 082 485

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of the members of Azure Health Technology Limited (**AZT** or **Company**) will be held:

Date: Friday 9 July 2021
Time: 10:00 am (AEST)
Venue: 'MLC Centre' Suite 03, Level 45, 19-29 Martin Place Sydney, NSW 2000.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the 2021 Extraordinary General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

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

SPECIAL BUSINESS

1. RESOLUTION 1 – CHANGE OF NAME OF THE COMPANY

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

“That, in accordance with section 157(1)(a) of the Corporations Act and for all other purposes, approval be and is hereby given for the name of the Company to be changed to VGI Health Technology Limited.”

2. RESOLUTION 2 – ADOPTION OF NEW CONSTITUTION

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

“That pursuant to section 136 of the Corporations Act, the constitution contained in the draft produced to this meeting and signed by the Chairman for identification be approved and adopted as the constitution of the Company in substitution for and to the exclusion of the existing constitution of the Company.”

EXPLANATORY MEMORANDUM

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

A handwritten signature in black ink, appearing to read 'C Glover', with a long horizontal flourish extending to the right.

Catriona Glover
Company Secretary
4 June 2021

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 10:00am (Sydney time) on Wednesday 7 July 2021 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

PROXIES

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

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

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 10:00 am (Sydney time) on Wednesday 7 July 2021 by post or fax to the Company's share registrar, Link Market Services Limited, as listed below.

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

BODY CORPORATE REPRESENTATIVES

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

VOTING BY PROXIES

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

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

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

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

UNDIRECTED PROXIES

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

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions.

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

AZURE HEALTH TECHNOLOGY LIMITED

ACN 111 082 485

EXPLANATORY MEMORANDUM

1. RESOLUTION 1 – CHANGE OF NAME OF THE COMPANY

Section 157(1) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 1 seeks the approval of Shareholders for the Company to change its name to *VGI Health Technology Limited*.

If Resolution 1 is passed, the change of name will take effect from the day on which ASIC alters the details of the Company's registration.

Resolution 1 is a special resolution, requiring approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

The proposed new name has been reserved by the Company and if Resolution 1 is passed, the Company will lodge a copy of the special resolution with ASIC on completion of the Extraordinary General Meeting in order to effect the change.

The Board proposes this change of name on the basis that it more accurately reflects the future operations and strategic direction of the Company.

Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of Resolution 1.

2. RESOLUTION 2 – ADOPTION OF THE NEW CONSTITUTION

Resolution 2 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**New Constitution**) which is of the type required for a public company limited by Shares updated to ensure it reflects the current provisions of the Corporations Act and NSX Listing Rules.

There have been a number of significant developments in the Corporations Act, NSX Listing Rules, corporate governance principles and general corporate and commercial practice for public companies since the Company adopted its original constitution. Accordingly, the Company's current constitution requires substantial updates. The Board has determined that it is more appropriate to adopt a new constitution, which reflects these changes, rather than make each of the necessary amendments to the current constitution.

A summary of the main provisions of the New Constitution is set out at Annexure A.

Copies of the current and proposed New Constitution are available for perusal by Shareholders via the internet at: <https://www.azureht.com.au/investors/corporate-governance/>.

Shareholders are invited to contact the Company if they have any queries or concerns.

Under section 136 of the Corporations Act, Shareholders must pass a special resolution to adopt a new constitution. Accordingly, Resolution 2 is a special resolution, requiring approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of Resolution 2.

3. GLOSSARY

AEST	Australian Eastern Standard Time
ASIC	Australian Securities and Investments Commission
NSX	NSX Limited (ACN 000 902 063) or, where the context requires, the National Stock Exchange operated by NSX Limited
NSX Listing Rules	The Official Listing Rules of NSX
Board	Board of directors of the Company
Company or AZT	Azure Health Technology Limited ACN 111 082 485
Constitution	The existing constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
General Meeting or Extraordinary General Meeting	The general meeting of the Company to be held on Friday 9 July 2021 at 10:00am AEST.
Notice of Meeting or Notice of Extraordinary General Meeting	The notice of Extraordinary General Meeting to which this Explanatory Memorandum is attached
Share	A fully paid ordinary share in the Company
Shareholder	A person who holds Shares in the Company
Share Registry	Link Market Services Limited
Resolution	Means a resolution contained in this Notice of Meeting

ANNEXURE A

The rights attaching to Shares pursuant to the new Constitution are summarised as follows. Rights are affected by the Corporations Act, the NSX Listing Rules and statute and general law.

Voting

Subject to any rights and restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders:

- each Shareholder is entitled to vote in person or by proxy, attorney or representative; and
- on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share but in respect of partly paid Shares, shall have such number of votes as bears the same proportion which the amount paid (not credited) is of the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

General meetings

Each shareholder is entitled to receive notice of and to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the NSX Listing Rules.

A shareholder may requisition meetings in accordance with the Corporations Act and the Constitution.

Dividends

The Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend.

Subject to the rights of the holders of any Shares created or raised under any special arrangement as to dividends, the dividend as declared shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares in accordance with Part 2.5 of Chapter 2H of the Corporations Act. The Directors may from time to time pay to the shareholders any interim dividends that they may determine.

No dividend shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive.

No dividend shall carry interest as against the Company.

In addition, the Company must comply with section 254T of the Corporations Act when declaring a dividend.

Transfer of Shares

Subject to the Constitution, Shareholders may transfer any Share held by them by an:

- ASX Settlement Operating Rules Transfer or any other method of transferring or dealing in Shares introduced by NSX or operated in accordance with the ASX Settlement Operating Rules or NSX Listing Rules and in any such case recognised under the Corporations Act; or
- instrument in writing in any usual or common form or in any other form that the Directors approve.

Issue of Shares

Unissued Shares shall be under the control of the Directors and, subject to the Corporations Act, the NSX Listing Rules, and the Constitution, the Directors may at any time issue such number of Shares either as ordinary Shares or Shares of a named class or classes (being either an existing class or a new class) at the issued price that the Directors determine and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the Directors shall, in their absolute discretion, determine.

Issue of Options

Subject to the NSX Listing Rules, the Directors may at any time and from time to time issue options in the Company on such terms and conditions as the Directors shall, in their absolute discretion determine.

Issue of Preference Shares

Subject to the NSX Listing Rules and the Corporations Act, the Company may at any time and from time to time issue preference Shares, that are liable to be redeemed whether at the option of the Company or otherwise.

Entitlement to Share certificate

A person whose name is entered as a Shareholder in the Register of Shareholders is entitled without payment to receive a Share certificate or notice (as the case may be) in respect of the Share under seal in accordance with the Corporations Act.

If the securities of the Company are CHES approved securities and held in uncertificated mode; then the Company shall allot such CHES approved Securities and enter them into the Shareholder's uncertificated holding in accordance with the NSX Listing Rules and the ASX Settlement Operating Rules. In these circumstances, the Shareholder will not receive a Share certificate.

Where the Directors have determined not to issue share certificates or to cancel existing Share certificates, a Shareholder shall have the right to receive such statements of holdings of the Shareholder as are required to be distributed to a Shareholder under the Corporations Act or the NSX Listing Rules.

Where a Share certificate is lost, worn out or destroyed, the Company shall issue a duplicate certificate in accordance with the requirements of section 1070D of the Corporations Act and the NSX Listing Rules.

Variation of rights

If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied, whether or not the Company is being wound up, with the consent in writing of the holders of three-quarters of the issued Shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the Shares of the class. Any variation of rights shall be subject to Part 2F.2 of Chapter 2F of the Corporations Act. The provisions of the Constitution relating to general meetings shall apply so far as they are capable of application and with necessary alterations to every such separate meeting except that a quorum is constituted by two persons who together hold or represent by proxy not less than one-third of the issues Shares of the class.

Winding up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he or she considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different class of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

NSX Listing Rules

If the Company is listed on the official list of NSX, notwithstanding anything in the Constitution, if the NSX Listing Rules prohibit an act being done, then that act must not be done. If the NSX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done, and if a provision is required in the Constitution by the NSX Listing Rules, the Constitution will be treated as containing that provision. If any provision of the Constitution becomes inconsistent with the NSX Listing Rules, the Constitution will be treated as not containing that provision to the extent of the inconsistency.