

MEDIA RELEASE

2020 Annual General Meeting

Sydney, Australia 15 October 2020 – Azure Health Technology Limited (AZT), advises that an Annual General Meeting of Shareholders will be held at 10:00am (AEDT) on Friday 13 November 2020 at Suite 3, Level 45, 19-29 Martin Place Sydney NSW 2000.

Please see attached a Notice of Annual General Meeting which includes details of the meeting and how to access meeting documents.

This announcement has been approved for release by the Board of Azure Health Technology Limited.

For more information please contact:

Dr Glenn Tong
CEO and Managing Director
Tel: +61 (0) 412 193 350

Ms Catriona Glover
Company Secretary
Tel: +61 (0) 402 328 200

Mr Warrick Lace
Investor Relations
Reach Corporate Pty Ltd
+61 (0) 404 656 408

About Azure Health Technology Limited

Azure Health Technology Limited (AZT) is an Australian public unlisted biotechnology company developing and commercialising novel dietary supplements and prescription medicines based on natural products (tocotrienols) which have wide therapeutic potential, including: Delayed Onset Muscle Soreness, muscle recovery, exercise endurance, Non-Alcoholic Fatty Liver Disease (NAFLD), Non-Alcoholic SteatoHepatitis (NASH), pancreatic cancer, hyperlipidaemia, hypertension and diabetes. AZT owns and controls patent and other intellectual property rights for novel approaches to non-invasively delivering tocotrienols directly to the target tissues. The Company has a product development program for evidence-based nutraceuticals and a clinical development program for prescription medicines. For more information see: www.azureht.com.au

AZURE HEALTH TECHNOLOGY LIMITED

ACN 111 082 485

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the members of Azure Health Technology Limited (**AZT** or **Company**) will be held at Suite 3, Level 45, 19-29 Martin Place Sydney NSW 2000 at 10:00 am (Sydney time) on Friday 13 November 2020 (**Meeting**).

The Company and the Board are very aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting with any appropriate social gathering and physical distancing measures in place to comply with State and Federal Government current restrictions for physical gatherings.

To comply with Federal and State government restrictions on social gatherings (and to otherwise ensure the safety of its shareholders and other participants), the Company may only be able to admit a limited number of persons to the Meeting. There is a risk that shareholders intending to attend the physical Meeting may not be admitted, depending on the number of Shareholders who wish to physically attend the Meeting. Therefore the Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting, as detailed on pages 3 and 4 of this Notice of Meeting.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting. If any changes are required, the Company will advise shareholders by way of an announcement on its website at www.azureht.com.au. The Company strongly encourages all shareholders to check the Company's website regularly prior to the Meeting.

In accordance with section 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address or otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a postcard sent to them by mail. Please see page 3 for further details regarding the despatch of this Notice of Meeting to Shareholders.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the 2020 Annual General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

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

ORDINARY BUSINESS

FINANCIAL REPORT

To receive and consider the Annual Financial Statements, the Directors' Report and Audit Report of the Company and its Controlled Entities for the financial period ended 30 June 2020.

To consider, and if thought fit, to pass with or without modification, the following resolutions.

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR JIAYI YU

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

'That, for the purpose of clause 13.2 of the Constitution of the Company, and for all other purposes, Mr Jiayi Yu who retires, and being eligible, is elected as a Director.'

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR LOUIS PANACCIO

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

'That, for the purpose of clause 13.5 of the Constitution of the Company, and for all other purposes, Mr Louis Panaccio who retires, and being eligible, is elected as a Director.'

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DR GLENN TONG

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

'That, for the purpose of clause 13.5 of the Constitution of the Company and for all other purposes, Dr Glenn Tong who retires, and being eligible, is elected as a Director.'

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR ANDREW BRISTOW

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

'That, for the purpose of clause 13.5 of the Constitution of the Company and for all other purposes, Mr Andrew Bristow who retires, and being eligible, is elected as a Director.'

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.

By Order of the Board



Company secretary
15 October 2020

DISPATCH OF NOTICE OF MEETING

In accordance with section 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- If the Share Registry has a record of a Shareholders email address, the Company will send an email to that Shareholder which will contain this Notice of Meeting; or
- If the Share Registry does not have a record of a Shareholders email address, the Company will mail a physical postcard to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

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 10:00 am (Sydney time) on Wednesday 11 November 2020 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.

SHAREHOLDER QUESTIONS

Shareholders may register questions in advance of the Annual General Meeting and are invited to do so. A Shareholder Question Form is available on the Company's website: www.azureht.com.au.

Written questions must be received by the Company or Link Market Services Limited by 10:00 am on 11 November 2020, and can be submitted online, by mail, by fax or in person (as set out at the top of the Shareholder Question Form).

PROXIES

A Shareholder who is entitled to attend and vote at the 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. 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 11 November 2020 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	Azure Health Technology Limited
C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235	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 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 even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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 133 453 531

EXPLANATORY MEMORANDUM

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR JIAYI YU

1.1 General

Clause 13.2 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Mr Jiayi Yu was re-elected as a Director at the 2019 Annual General Meeting, while other Directors Mr Louis Panaccio and Dr Glenn Tong were appointed as Directors on 19 December 2019 and Mr Andrew Bristow was appointed as a Director on 19 June 2020. Therefore, pursuant to the Constitution, Mr Jiayi Yu, being a Director, retires by rotation at this Meeting, and being eligible, seeks re-election at this Annual General Meeting.

1.2 Qualifications

Mr Yu has extensive experience in mergers and acquisitions, capital raising and cross border transactions with ASX companies. He was also previously the Chief Executive Officer of ASX listed mining company Anchor Resources Ltd (ASX:AHR).

As a practicing lawyer he has worked for Norton Rose Fulbright in Beijing and Melbourne, Deacons and Maddocks Lawyers in Melbourne.

Mr Yu holds a Bachelor of Law and Commerce from the University of Melbourne, Master of Laws from Boston University, Executive MBA from Columbia Business School and is completing a Doctor of Philosophy from the University of Technology Sydney (UTS).

1.3 Board Recommendation

The Board (with Mr Jiayi Yu abstaining) recommends that you vote in favour of this Resolution.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR LOUIS PANACCIO

2.1 General

Clause 13.5 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting. Resolution 2 is for the re-election of Mr Panaccio in accordance with that rule.

2.2 Qualifications

Mr Panaccio is a successful healthcare businessman with extensive experience progressing companies from concept to commercialisation. Mr Panaccio possesses more than 30 years'

executive leadership experience in healthcare services and life sciences, and more than 25 years board-level experience.

Mr Panaccio is currently a non-executive director of an ASX50 company and one of the world's largest medical diagnostics companies, Sonic Healthcare Limited, where he has served since 2005. In addition, he is a non-executive director of Unison Housing Corporation Limited, and a non-executive director of ASX-listed biotechnology companies Avita Medical Limited (ASX:AVH) (where he is Chairman) and Rhythm Biosciences Limited (ASX:RHY).

Mr Panaccio also served in executive and board roles with Melbourne Pathology Group, Monash IVF Group (ASX:MVF), Primelife Corporation Limited and other private entities.

2.3 .Board Recommendation

The Board (with Mr Louis Panaccio abstaining) recommends that you vote in favour of this Resolution.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DR GLENN TONG

3.1 General

Clause 13.5 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting. Resolution 3 is for the re-election of Dr Tong in accordance with that rule.

3.2 Qualifications

Dr Tong has over 20 years' executive management and board experience in rapid growth biotech companies where a core focus has been the management of product development in highly regulated environments including: pharmaceuticals, diagnostics and genetically modified crops and pastures. Dr Tong has raised and managed over \$100 million in equity capital and collaborative R&D funding. Past roles include: CEO and Managing Director of Gordagen Pharmaceuticals Pty Ltd (in liquidation), the Molecular Plant Breeding Cooperative Research Centre and Molecular Plant Breeding Pty Ltd., and AgGenomics Pty Ltd. (a subsidiary of Genetic Technologies Limited, (ASX:GTG)). Dr Tong has a Bachelor of Science (Honours) and PhD (Chemistry) from the University of Melbourne and the Howard Florey Institute of Experimental Physiology and Medicine and is a Graduate and Fellow of the Australian Institute of Company Directors.

3.3 Board Recommendation

The Board (with Dr Glenn Tong abstaining) recommends that you vote in favour of this Resolution.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR ANDREW BRISTOW

4.1 General

Clause 13.5 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting. Resolution 4 is for the re-election of Mr Bristow in accordance with that rule.

4.2 Qualifications

Mr Bristow is a corporate lawyer with over 35 years' experience. He specializes in corporate and commercial law with a focus on initial public offerings (IPOs) and capital raising for both listed and unlisted companies.

Mr Bristow is a director of iSentric Limited (ASX:ICU) and several other unlisted public and private companies. He is also company secretary for several companies including Victor Group Holdings Limited (ASX:VIG).

4.3 Board Recommendation

The Board (with Mr Andrew Bristow abstaining) recommends that you vote in favour of this Resolution.

GLOSSARY

ASIC	Australian Securities and Investments Commission
Board	Board of directors of the Company
Company	Azure Health Technology Limited ACN 111 082 485
Constitution	The constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
Meeting or Annual General Meeting	The general meeting of the Company to be held on 13 November 2020
Notice of General Meeting	The notice of 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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item 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 items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Wednesday, 11 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Azure Health Technology
C/- Link Market Services Limited
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Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**