



**Traditional Therapy Clinics Limited**  
**ACN 603 792 712**

**Notice of 2017 Annual General Meeting  
and Explanatory Notes**

**Time of Meeting:** 10:00am (AEST)

**Date of Meeting:** Wednesday, 31 May 2017

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

## Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Members of Traditional Therapy Clinics Limited, ACN 603 792 712, (the Company) will be held at **10:00am (AEST time) on Wednesday, 31 May 2017** at the offices of Baker McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney, NSW, 2000.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form by no later than **10:00am (AEST time) on Monday, 29 May 2017**. Information to assist Members to complete the Proxy Form and details of where to send the completed Proxy Form can be found on page 3 of the Notice under the heading "How to Appoint a Proxy".

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

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

## Ordinary Business

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

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To receive and consider the Company's 2016 Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial statements for the Company and its controlled entities for the financial year ended 31 December 2016.

### Resolution 2: Remuneration Report

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

*"That the Remuneration Report for the year ended 31 December 2016 (as set out in the Directors' Report), be adopted."*

### Resolution 3: Re-election of Directors

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

- a) *"That **Mr Geoffrey Ross**, who retires in accordance with Rule 21.2 of the Constitution and being eligible, be re-elected as a Director of the Company"*.
- b) *"That **Mr Christian Drysdale**, who retires in accordance with Rule 21.2 of the Constitution and being eligible, be re-elected as a Director of the Company"*.

## General Business

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

## Voting Exclusion Statement

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

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

The Company will disregard any votes cast on:

- **Item 2: Adoption of Remuneration Report**, by any member of the Key Management Personnel or any Closely Related Party of such a member; and

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

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

## Important Information

### **How to vote**

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

- To vote in person you must attend the Meeting to be held at **10:00am (AEST) on Wednesday, 31 May 2017** at the Offices of Baker McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney, NSW, 2000
- If you wish to vote by proxy, your proxy form must be received by the Company no later than **10:00am (AEST) on Monday, 29 May 2017**. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms can be lodged by:
  - Posting it to GPO Box 242, Melbourne VIC 3001 Australia
  - Lodging it online at Computershare’s website **www.investorvote.com.au** and logging in using the control number found on the front of your accompanying proxy form, or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode: **Note: You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.**
  - Faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
  - Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com)

### **Entitlement to vote**

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person’s entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Members as at **7:00pm (AEST) on Monday, 29 May 2017**. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder’s entitlement to attend and vote at the Meeting.

### **How to Appoint a Proxy?**

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

- a) a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- b) a proxy need not be a Member of the Company;
- c) a Member may appoint a body corporate or an individual as its proxy;
- d) a body corporate appointed as a Member’s proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Member’s proxy; and
- e) Members entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

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

Proxy forms must be lodged by **10:00am (AEST) on Monday, 29 May 2017**.

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

#### **Important Information on appointing a Proxy for resolutions 2**

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

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

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

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

### ***Corporate representatives***

Any:

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

that has appointed an individual to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

The authority may be sent to the Company or its share registry, Computershare, in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

An Appointment of Corporate Representative form is available by contacting the Company's share registry:

Computershare Investor Services Pty Limited

Phone: 1300 850 505 (within Australia),

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

### ***Questions on how to cast your votes***

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

Computershare Investor Services Pty Limited

Phone: 1300 850 505 (within Australia),

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

### ***Questions about Traditional Therapy Clinics Limited***

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

In addition, a question form has been included with this Notice of Meeting to make it easier for Members to submit written questions. Please submit written questions by no later than **5:00pm (AEST time) on Friday 20 May 2017** to the Company Secretary by post, fax or email at the address below:

**Written Questions to the Company**

**To be submitted by:**

Time: 05:00 pm (AEST)

Date: Friday, 20 May 2017

**By Post:**

Mr Nicholas Ong (Company Secretary)

Traditional Therapy Clinics Limited

C/- Baker McKenzie

Level 27, AMP Centre, 50 Bridge Street

Sydney NSW 2000

**By Email:** [nicholas.ong@minervacorporate.com.au](mailto:nicholas.ong@minervacorporate.com.au)

**By order of the Board**



**Nicholas Ong**

Company Secretary

3 May 2017

## Explanatory Notes

This Explanatory Notes are provided to Members of the Company to explain the resolutions to be put to Members at the Annual General Meeting to be held at Baker McKenzie, Level 27 AMP Centre, 50 Bridge Street, Sydney, NSW, 2000 on Wednesday, 31 May 2017 at 10:00am (AEST).

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

Terms used in this Explanatory Notes are defined on page 10 of this document.

## Information pertaining to the Resolutions

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

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The Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial report for the Company and its controlled entities for the financial year ended 31 December 2016 were released to ASX Limited on 29 March 2017.

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

No voting is required for this resolution.

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

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

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

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

#### **Written Questions to the Company**

##### **To be submitted by:**

Time: 05:00 pm (AEST)

Date: Friday, 20 May 2017

##### **By Post:**

Mr Nicholas Ong (Company Secretary)

Traditional Therapy Clinics Limited

C/- Baker McKenzie

Level 27, AMP Centre, 50 Bridge Street

Sydney NSW 2000

**By Email:** [nicholas.ong@minervacorporate.com.au](mailto:nicholas.ong@minervacorporate.com.au)

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

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

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

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

## **Resolution 2: Remuneration Report**

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

The Remuneration Report is in the Directors' Report and set out on pages 13-24 of the Annual Report for the period ended 31 December 2016. The 2016 Annual Report is available on the Company's website [www.ttc-ltd.com.au](http://www.ttc-ltd.com.au)

The Remuneration Report:

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

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

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

#### **Director's recommendation:**

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

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

## **Resolution 3: Re-election Directors**

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

### **Resolution 3(a): Re-election of Mr Geoffrey Ross as a Director**

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**Mr Geoffrey Ross** was appointed as a Director of the Company on 6 July 2016. Mr Ross retires at the Meeting pursuant to rule 21.2 of the Constitution and, being eligible, presents himself for re-election by the Members.

<b>Geoffrey Ross</b>	<p>Mr. Ross holds a Master of Science and Bachelor of Education degrees from the University of Melbourne. He has extensive business experience in the Australian, Chinese and Hong Kong markets. In Australia he has founded and sponsored companies for two successful IPO's on the Australian Stock Exchange. His 31 year working experience in China commenced in Dongguan in 1985 and since that time he created and managed a number of successful ventures in China serving the Chinese market along with a joint venture in Hong Kong with HSBC and PCCW. During this time, he has developed a strong understanding of Chinese culture and in particular Chinese business and management.</p> <p>He is a passionate believer in the China - Australia relationship and the business opportunities that it is creating. He spends approximately 35% of each year working on the ground in China.</p>		
<b>Role</b>	Chairman		
<b>Appointed</b>	6 July 2016		
<b>Other current principal directorships</b>	Nil		
<b>Legal or disciplinary action</b>	Nil	<b>Insolvent companies</b>	Nil

**Directors' recommendation:**

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

**Resolution 3(b): Re-election of Mr Christian Drysdale as a Director**

**Mr Christian Drysdale** was appointed as a Director of the Company on 6 July 2016. Mr Drysdale retires at the Meeting pursuant to rule 21.2 of the Constitution and, being eligible, presents himself for re-election by the Members.

<b>Christian Drysdale</b>	<p>Christian has over 25 years experience in strategy and more than 18 years experience in financial services. His financial services experience includes working with Macquarie Group, Bankers Trust, Family Offices and Chinese trust and securities companies.</p> <p>While at Macquarie, Christian worked in Group strategy roles and also was responsible for equity derivatives when he was based in India. He was also involved in the identification, negotiation and structuring of joint ventures to expand the Group's operations across Asia.</p> <p>Prior to working with Macquarie, Christian worked in management consulting</p>
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	<p>advising companies such as Boral and Australia Post on growth strategies and decision analysis. He also worked on large-scale data analysis and technology projects with companies such as FedEx, General Motors, Polo Ralph Lauren, Bristol Myers Squibb, WorldCom and the London Stock Exchange. He has lived and worked in the US, UK, France, Hong Kong, India and China.</p> <p>Christian has worked closely with a number of regulators across Asia on the formulation of regulations in financial services and has extensive knowledge of the legal, tax and capital requirements for entering and operating in countries across Asia.</p>		
<b>Role</b>	Non-Executive Director		
<b>Appointed</b>	6 July 2016		
<b>Other current principal directorships</b>	Nil		
<b>Legal or disciplinary action</b>	<b>Nil</b>	<b>Insolvent companies</b>	<b>Nil</b>

**Directors' recommendation**

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

<b>Defined Terms</b>	<b>Meaning</b>
<b>Associate</b>	an associate as defined in sections 10-17 of the Corporations Act or, in relation to the Listing Rules, the meaning given in the Listing Rules.
<b>Annual General Meeting or AGM</b>	the annual meeting of Members of Traditional Therapy Clinics Limited
<b>ASX</b>	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>Board</b>	the board of Directors of the Company.
<b>Chair</b>	the person appointed to Chair the Meeting.
<b>Closely Related Party or CRP</b>	(as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means: <ul style="list-style-type: none"><li>a) a spouse or child of the member; or</li><li>b) a child of the member's spouse; or</li><li>c) a dependant of the member or the member's spouse; or</li><li>d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or</li><li>e) a company the member controls; or</li><li>f) a person prescribed by the regulations for the purposes of this paragraph.</li></ul>
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Company</b>	Traditional Therapy Clinics Limited ABN 68 603 792 712.
<b>Constitution</b>	the constitution of the Company, as amended from time to time, a copy of which is available on the Company's website <a href="http://www.ttc-ltd.com">www.ttc-ltd.com</a>
<b>Directors</b>	the directors of the Company.
<b>Key Management Personnel or KMP</b>	has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.
<b>Listing Rule</b>	the Listing Rules of the ASX.
<b>Managing Director</b>	the managing director of the Company.
<b>Meeting</b>	this meeting.
<b>Non-Executive Directors</b>	the non-executive directors of the Company.

<b>Defined Terms</b>	<b>Meaning</b>
<b>Notice</b>	the notice of meeting which accompanies the Explanatory Notes.
<b>Member</b>	a holder of Shares.
<b>Official List</b>	the official list of entities that ASX has admitted and not removed
<b>Shares</b>	fully paid ordinary shares in the issued capital of the Company.
<b>Sophisticated Investors</b>	Has the meaning given by s.708(8) Corporations Act





Traditional Therapy Clinics Limited  
ACN 603 792 712

TTC

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



## Lodge your vote:

  **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00am (AEST) Monday 29 May 2017**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

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

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Traditional Therapy Clinics Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Traditional Therapy Clinics Limited to be held at the **Offices of Baker & McKenzie, Level 27, AMP Centre, 50 Bridge Street, Sydney NSW 2000 on Wednesday 31 May 2017 at 10:00am (AEST)** and at any adjournment or postponement of that Meeting.

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

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

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a	Re-election of Director Geoffrey Ross	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b	Re-election of Director Christian Drysdale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

\_\_\_\_\_

Date / /

\_\_\_\_\_