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**ASIAN AMERICAN MEDICAL GROUP LIMITED**  
**ABN 42 091 559 125**

**NOTICE OF ANNUAL GENERAL MEETING**

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**Date of Meeting:**  
**Thursday 4 December 2014**

**Time of Meeting:**  
**10.30 am**

**Place of Meeting:**  
**Level 8**  
**607 Bourke Street**  
**Melbourne VIC 3000**

**Shareholders are urged to attend or vote by lodging the proxy form  
attached to this Notice.**

**ASIAN AMERICAN MEDICAL GROUP LIMITED**  
**ABN 42 091 559 125**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the members of Asian American Group Limited ("**Company**") will be held at Level 8, 607 Bourke Street Melbourne Victoria 3000, on 4 December 2014 at 10.30 am (AEDST) ("**Meeting**").

An Explanatory Memorandum to this Notice provides additional information in relation to the following resolutions. The Explanatory Memorandum and the Proxy Form form part of this Notice of Annual General Meeting.

The Directors have determined, pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 2 December 2014 at 7.00pm Melbourne time.

Proxy forms should be returned to the following address;  
Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3000

Alternatively they can be faxed to 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia).

Your proxy forms must be received 48 hours prior to the commencement of the meeting.

Custodian Voting - For Intermediary Online subscribers (Custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

**UNDIRECTED PROXIES**

If you complete a proxy form that authorises the Chairperson of the meeting to vote on your behalf as proxy holder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then your proxy will automatically become a directed proxy in favour of the resolution to adopt the Remuneration Report, and the Chairperson will vote accordingly. If you wish to appoint the Chairperson as your proxy holder but you do not want to put him in the position to cast your votes in favour of the Remuneration Report, you should complete the appropriate box on the proxy form, directing him to vote against or abstain from voting on this resolution.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

## AGENDA

### **Financial, Directors' and Auditor's Report**

To receive the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 31 August 2014.

### **Resolution 1 – Remuneration Report**

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

*"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

### **Resolution 2– Re-election of Directors**

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

#### **Resolution 2 (a)**

*"That Dato' Dr Kai Chah Tan, a Director retiring in accordance with clause 13.2 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

#### **Resolution 2 (b)**

*"That Mr Heng Boo Fong, a Director retiring in accordance with clause 13.2 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

#### **Resolution 2 (c)**

*"That Ms Jeslyn Jacques Wee Kian Leong a Director retiring in accordance with clause 13.2 of the Company's Constitution, and being eligible, offers herself for re-election, be re-elected as a Director of the Company."*

### **Other Business**

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act 2001.

Dated 3 November 2014

By Order of the Board  
Dario Nazzari  
Company Secretary

# ASIAN AMERICAN MEDICAL GROUP LIMITED

ABN 42 091 559 125

## EXPLANATORY MEMORANDUM

### Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 8, 607 Bourke Street Melbourne Victoria 3000, on 4 December 2014 at 10.30 am (AEDST).

### Financial, Directors' and Auditors Report

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 August 2014 at the Meeting, copies of which can be found on the Asian American Medical Group Limited website [www.aamg.co](http://www.aamg.co) or by contacting the Company's registered office on (08) 81100999.

Shareholders will be offered the opportunity to ask questions or make comments on the management of the Company.

### Resolution 1 – Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the financial year ended 31 August 2014 contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The provisions of the Corporations Act provide that Resolution 1 need only be an advisory vote of Shareholders. Accordingly, Resolution 1 is advisory only and does not bind the Directors. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report. However, the Board will take the outcome of the vote into consideration when considering the remuneration policy.

The Chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

The Company will disregard any votes cast in respect of Resolution 1 by key management personnel or their closely related parties (or any person voting on their behalf). However, the Company will not disregard a vote on Resolution 1 if:

- a) it is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the Chairman of the meeting as proxy for a member who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairperson of the meeting as your proxy.**

**Resolution 2 – Re-election of Directors**

It is a requirement of the Company's Constitution and the ASX Listing Rules that one third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number).

The Constitution provides that a Director who retires by rotation is eligible for re-election. It also requires that Directors who were appointed during the year retire at the annual general meeting and are then eligible for re-election.

Pursuant to the Constitution, Dato' Dr Kai Chah Tan, Mr Heng Boo Fong and Ms Jeslyn Jacques Wee Kian Leong will retire by rotation and seek re-election.

**Dato' Dr Kai Chah Tan**

Dato' Dr Kai Chah Tan is the Executive Chairman of the Company. He was originally appointed on 14 August 2009.

Dr Tan graduated from the Medical Faculty, University of Malaya, in 1978 and obtained his Surgical Fellowship of the Royal College of Surgeons of Edinburgh in 1982. From 1984 to 1985, he obtained advanced training in paediatric surgery in Manchester and Southampton, United Kingdom. He obtained further training in paediatric hepatobiliary surgery and liver transplant surgery in King's College Hospital (KCH), London from 1986 to 1994.

**Mr Heng Boo Fong**

Mr Heng Boo Fong is the Independent Non-Executive Director of the Company. He was originally appointed on 14 August 2009.

Mr Fong holds a Bachelor of Accountancy (Honours) degree from the University of Singapore (now known as National University of Singapore). He has over 40 years of working experience in auditing, finance, business development and corporate governance. Mr Fong is also presently an Independent Director of four companies listed on the SGX-ST.

**Ms Jeslyn Jacques Wee Kian Leong**

Ms Jeslyn Jacques Wee Kian Leong is an Independent Non-Executive Director of the company. She was appointed on 1 January 2012.

Ms Leong is a fellow of the Association of Chartered Certified Accountants (UK) with 23 years of extensive experience in the field of corporate finance. She was previously the Financial Accountant of Teys Australia Pty Ltd, Australia's leading beef processor and exporter and is currently an Accountant with Orrcon Steel, a wholly-owned subsidiary of BlueScope Steel Limited.

## Schedule 1 - Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

"**Annual Report**" means the 2014 annual report of the Company, a copy of which was lodged with ASX.

"**ASIC**" means the Australian Securities and Investments Commission.

"**ASX**" means ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

"**Auditor's Report**" means the auditor's report on the Financial Report.

"**Board**" means the Board of Directors.

"**Company**" means Asian American Medical Group Limited ABN 42 091 559 125.

"**Constitution**" means the constitution of the Company.

"**Corporations Act**" means the *Corporations Act 2001* (Cth).

"**Director**" means a director of the Company.

"**Directors' Report**" means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

"**Explanatory Memorandum**" means the explanatory memorandum to the Notice.

"**Financial Report**" means the 2014 annual financial report prepared under chapter 2M of the Corporations Act of the Company.

"**Listing Rules**" means the Listing Rules of ASX.

"**Meeting**" has the meaning given in the introductory paragraph of the Notice.

"**Notice**" means this notice of meeting.

"**Proxy Form**" means the proxy form attached to the Notice.

"**Remuneration Report**" means the remuneration report of the Company contained in the Directors' Report.

"**Resolution**" means a resolution contained in this Notice.

"**Schedule**" means a schedule to this Notice.

"**Shareholder**" means a shareholder of the Company.

"**AEDST**" means Australian Eastern Daylight Standard Time.



