

## **Continuous Disclosure and Shareholder Communications Policy – Asian American Medical Group Limited ABN 42 091 559 125**

### **1. Introduction**

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#### **1.1 Continuous disclosure**

As a publicly listed company, the Company has obligations under the Corporations Act and the Listing Rules to keep the market fully informed of all information which may have, or could reasonably be expected to have, a material effect on the price or value of its securities.

The Listing Rules contain provisions requiring the continuous disclosure of information to keep the market informed of events and developments as they occur.

Listing Rule 3.1 provides that once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities, the Company must immediately disclose that information to the ASX.

Further, Listing Rule 15.7 requires that an entity not release information intended for release to the market to anyone until it has given the information to the ASX, and has received an acknowledgement from the ASX that the information has been released to the market.

The Company is committed to complying with the continuous disclosure obligations contained in the Listing Rules and the Corporations Act.

#### **1.2 Shareholder Communications**

The Company acknowledges the importance of effective communication with its shareholders and market participants. The Board recognises its duty to ensure that its shareholders are informed of all major developments affecting the Company's operations and affairs.

To ensure that its shareholders are properly informed, the Company is committed to:

- (a) communicating effectively with its shareholders;
- (b) providing shareholders with ready access to balanced and understandable information about the Company and its corporate proposals; and
- (c) making it easier for shareholders to participate in general meetings of the Company.

#### **1.3 Purpose of Policy**

This Policy provides that information will be communicated to shareholders and the market through:

- (a) the Annual General Meeting and other general meetings called to the approval of shareholders of a particular matter(s) as appropriate;
- (b) the Annual Report which is distributed to shareholders (usually with the Notice of Annual General Meeting);

- (c) the Half-Yearly Directors' and Financial Reports; and
- (d) other announcements released to ASX as required under the continuous disclosure requirements of the Listing Rules and other information that may be mailed to shareholders.

#### 1.4 ASX Corporate Governance Council's Corporate Governance Principles

To the extent practicable, the Company has adopted the recommendations provided in the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (2nd Edition, 2010)* as amended from time to time and, in particular, to the recommendations regarding continuous disclosure and shareholder communications.

## 2. Definitions

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General terms and abbreviations used in this Policy have the following meaning set out below:

**ASIC** Australian Securities & Investments Commission

**ASX** ASX Limited ABN 98 008 624 691 or the securities market operated by the ASX as the case may be

**Board** the board of directors of the Company

**Chairman** the chairman of the Company

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

**GCOO** Group Chief Operating Officer

**GCFO** Group Chief Financial Officer

**CCO** Chief Commercial Officer

**Corporations Act** *Corporations Act 2001* (Cth)

**Director** a director of the Company

**Employee** reference to an employee includes executive Directors, managers and all other staff engaged either on a contract of employment or a salaried basis; and, where the context requires, non-executive Directors

**Listing Rules** the Listing Rules of the ASX as amended from time to time

**MD** a Managing Director of the Company

**Officer** a senior executive of the Company

**Policy** this "Continuous Disclosure and Shareholder Communications Policy"

Company **Secretary** the company secretary of the Company

## 3. Determining “disclosable” information

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### 3.1 Listing Rule

Listing Rule 3.1 provides as follows:

*“Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information.”*

Pursuant to its legal, statutory and ASX listing requirements (particularly Listing Rule 3.1), the Company will disclose all information concerning it, of which it is or becomes aware, that a reasonable person would expect to have a material effect on the price or value of its securities.

### 3.2 Material effect on price or value

Section 677 of the Corporations Act provides that a reasonable person is taken to expect information to have a material effect on the price or value of an entity's securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of those securities. Relevant considerations include matters of fact, opinion, and intention, and need not be measurable in financial terms. The effect on the share price can be positive or negative.

The Company Secretary, in consultation with the Chairman, has responsibility for determining whether a particular piece of information is material or falls within the exception, otherwise the information should be provided to the ASX for a determination.

### 3.3 Examples of matters that may require disclosure

(a) Matters that may require disclosure include, but are not limited to:

- (i) matters that might affect the Company's ability to carry on business;
- (ii) matters that might have a material effect on the future business activities of the Company;
- (iii) matters that might have a material effect on income, cash flow or the ability to generate profits;
- (iv) matters of strategic and/or operational importance which are likely to influence a decision by a third party to invest in the Company's shares;
- (v) matters involving any change in regulations or laws that could materially affect the Company's business;
- (vi) matters involving a significant allegation of any breach of the law, whether civil or criminal, by the Company or any of its employees;
- (vii) a material change in the Company's published financial forecasts or expectations; (viii) matters that may have a materially adverse effect on the Company's reputation;
- (ix) matters involving a material change in senior executive personnel or structure;
- (x) the appointment of a receiver, manager, liquidator or administrator to the Company which could result in the Company (or a subsidiary) becoming insolvent;

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- (xi) a transaction for which the consideration payable or receivable is a significant proportion of the written down value of the Company's consolidated assets;
  - (xii) a recommendation or declaration of a dividend or distribution;
  - (xiii) a recommendation or decision that a dividend or distribution will not be declared;
  - (xiv) under-subscriptions or over-subscriptions to a share issue;
  - (xv) information about any undisclosed substantial shareholdings obtained under Part 6C.2 of the Corporations Act;
  - (xvi) giving or receiving a notice of intention to make a takeover;
  - (xvii) an agreement between the Company (or a related party of the Company) and a Director (or a related party of the Director);
  - (xviii) a material change in accounting Policy adopted by the Company;
  - (xix) any rating applied by a rating agency to the Company, or securities of the Company and any change to such a rating;
  - (xx) a proposal to change the Company's auditor;
  - (xxi) a reasonably specific rumour or media comment in relation to the Company that has not been confirmed or clarified by an announcement by the entity to the market; or
  - (xxii) evidence that a rumour or comment is having, or ASX forms the view that the rumour or comment is likely to have, an impact on the price of the Company's securities.
- (b) What is 'material' in relation to the foregoing will be a matter of judgement in each individual case.

### **4. Continuous disclosure compliance**

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The Company Secretary is responsible for:

- (a) Ensuring that each Employee receives a copy of:
  - (i) this Policy;
  - (ii) ASX's Continuous Disclosure: an Abridged Guide 2013; and
  - (iii) ASX Guidance Note 8 of the Listing Rules (Continuous Disclosure: Listing Rule 3.1), which highlights the general principles and obligations set out in Chapter 3 of the Listing Rules pertaining to continuous disclosure,
- (b) implementing an effective reminder system regarding the obligations of Employees to notify the Company Secretary of matters that may be disclosable by the Company under this Policy, and to otherwise comply with this Policy; which may be via email, in staff meetings or by annual refresher courses;

- (c) including in the reminder system a requirement that all Employees report potential breaches of this Policy directly to the Company Secretary; and
- (d) ensuring that Directors and Officers are briefed in detail regarding the continuous disclosure regime.

## 5. Information to the ASX

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The Board has designated the Company Secretary as the person responsible for coordinating disclosure of information to the ASX as well as communicating with the ASX. In accordance with the Listing Rules, the Company will notify the ASX promptly of information:

- (a) concerning the Company that a *reasonable person* would expect to have a *material effect* on the price or value of the Company's securities; and
- (b) that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

This also applies to information which might correct or prevent a false market wherein trading in the Company's securities occurs in the absence of material price-sensitive information or on the basis of information that is inaccurate or misleading. In such a circumstance, and in compliance with the Listing Rules, the Company will give the ASX the information needed to correct or prevent the false market.

## 6. Disclosure agreements

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In accordance with ASX Guidance Note 22 of the Listing Rules (Director Disclosure of Interests and Transactions in Securities – Obligations of Listed Entities), each Director of the Company from time to time must enter into a Director Disclosure Agreement with the Company in accordance with ASX Guidance Note 22 of the Listing Rules.

The Secretary is to maintain records of signed copies of these agreements.

## 7. Release of ASX announcements

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### 7.1 Release to ASX

The Company recognises that non-public, material information affecting the prospects of the Company, be it positive or negative, must be released in a timely manner. When released, such information must be made broadly available to the market. Accordingly, all new material information in the first instance will be released to the ASX.

### 7.2 Procedure

The procedure for the release of ASX announcements by the Company is as follows:

- (a) prior to release to the market, the Board will review and provide written approval to the Company Secretary in respect of all key announcements;

- (b) any and all Company personnel named in the announcement will review the content of the announcement for factual accuracy in respect of information attributable to them and provide written consent for inclusion of the names in the announcement to the Company Secretary;
- (c) the Chairman (and in his absence the Company Secretary) is to give the final sign-off before release to the ASX;
- (d) all announcements are to be released electronically by the Company Secretary;
- (e) after confirmation of the release has been obtained from the ASX, the Company Secretary will circulate the release to all Directors and Officers of the Company;
- (f) all announcements released are to be posted on the Company Company's website as soon as practicable; and
- (g) the Company Secretary is to maintain a register and copy of all announcements released.

As a policy matter, the Company will not comment on rumours unless, in the circumstances, this would amount to a breach of Listing Rule 3.1B or other applicable laws.

For the avoidance of doubt:

- (a) the substantive content of all market presentations relating to the Company's annual or half yearly financial results; and
- (b) any statement relating to the future earnings performance of the Company, must be referred to, and approved by, the Board before being disclosed to the market.

## 8. Communication channels

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### 8.1 Website

The Company will actively promote communication with shareholders through a variety of measures, including the use of the Company's website ([www.aamg.co](http://www.aamg.co)) and email. The Company's reports and ASX announcements will be available for viewing and downloading from its website or the ASX website ([www.asx.com.au](http://www.asx.com.au)) under ASX code "AJJ".

In particular, where appropriate, after confirmation of receipt by the ASX, the following will be posted to the Company's website:

- (a) relevant announcements made to the market via the ASX;
- (b) media releases;
- (c) investment updates;
- (d) company presentations and media briefings;
- (e) copies of press releases and announcements for the preceding three years; and

- (f) copies of annual and half yearly reports including financial statements for the preceding three years.

The Company will also maintain an email list to facilitate the distribution of the Company's announcements via email in a timely manner.

## **8.2 Annual General Meeting**

In order to ensure a high level of accountability and to encourage shareholder identification with the Company's strategy and goals, the Board encourages full participation of shareholders at the Annual General Meeting.

The Company will use general meetings as a tool to communicate effectively with shareholders. Shareholders will have a reasonable opportunity to ask questions of the Board and otherwise to participate in the meeting.

The external auditor of the Company will be asked to attend each Annual General Meeting and to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

Important issues requiring shareholder approval are put to the vote of shareholders for their approval. The shareholders are also responsible for voting on the appointment of directors.

## **8.3 Reports to Shareholders**

The Annual Report is distributed to all shareholders (unless a shareholder has specifically requested not to receive the Annual Report). The Board ensures that the Annual Report includes:

- (a) relevant information about the operations of the Company during the year;
- (b) changes in the state of affairs of the Company;
- (c) details of future developments; and
- (d) any other disclosures required by the Corporations Act. The Annual Report will be posted on the Company's website and will be available for download.

The Half-yearly Report contains summarised financial information and a review of the operations of the Company during the period. Half-yearly audited financial statements prepared in accordance with the requirements of the Accounting Standards and the Corporations Act are lodged with ASIC and the ASX.

## **8.4 ASX Announcements**

Regular reports released by the ASX and the media and will be placed on the Company's website as soon as practicable after release.

## 9. Managing market speculation and rumours

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Market speculation and rumours, whether substantiated or not, have a potential to impact the Company. The Company does not respond to speculation or market rumours unless required to do so by law. All Directors and employees must observe this rule at all times.

Notwithstanding this rule, the Company may issue a statement where:

- (a) the Company considers it has an obligation to make a statement particularly where the speculation or rumour is having, or is likely to have, an impact on the price of the Company's securities; or
- (b) the Company is required to respond to a formal request from ASX.

Any external query about market speculation or a rumour about the Company must be referred to the Company Secretary.

## 10. Trading halts

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It may be necessary to request a trading halt from ASX to ensure that orderly trading in the Company's securities is maintained and to manage disclosure issues.

The Company Secretary and Managing Director are authorised to call a trading halt and will alert and keep the Chairperson of the Board informed of any request for a trading halt.

## 11. Contact with the financial market

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The Company interacts regularly with the financial market in a variety of ways including results briefings, market announcements, formal addresses and one-on-one briefings. In addition, the Company provides background and technical information to institutional investors and stockbroking analysts to support announcements made to the ASX.

The Company must take care to ensure that it does not give analysts or other select groups of market participants any material price sensitive non-public information at any time, such as during analyst briefings, when responding to analysts' questions or when reviewing draft analyst research reports. The Company may clarify or correct any errors of interpretation that analysts make concerning already publicly available information, but only to the extent that the clarification or correction does not itself amount to giving the analyst material nonpublic information (such as correcting market expectations about profit forecasts). Any material non-public information that was inadvertently disclosed during dealings with analysts should be immediately disclosed to the ASX and may also need to be disclosed to foreign securities exchanges.

Where a question raised in a briefing can only be answered by disclosing material price or value sensitive information, Directors and employees must decline to answer the question or take the question on notice and wait until the Company announces the information publicly through ASX before responding.



All information given to analysts at a briefing, such as presentation slides, and any presentation material from public speeches given by Board members or members of management that relate to the Company or its business should also be given to the Company Secretary for immediate release to the ASX and posted on the Company's website. The information must always be released to the ASX before it is presented at the briefing.

If any Director or employee participating in the briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to the Company Secretary.

## **12. Referral of requests for comment**

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If any other employee (other than an authorised Company spokesperson) receives a request for comment from an external investor analyst, or the media in relation to any other matter concerning the Company, they must advise that person that they are not authorised to speak on behalf of the Company and must refer inquiries to an authorised Company spokesperson.

## **13. Review of analyst reports**

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The Company recognises the important role performed by analysts in assisting the establishment of an efficient market with respect to the Company's securities. However, the Company is not responsible for, and does not endorse, analyst reports that contain commentary on the Company.

Forecasts are complex and based upon a wide range of assumptions beyond the Company's control. The Company will not comment upon nor endorse external earnings projections.

Where analysts send draft reports to the Company to comment, they must immediately be referred to the Managing Director.

The Company will not provide non-disclosed material price or value sensitive information in response to such reports. The information may be reviewed only to correct factual inaccuracies on historical matters. Any correction of factual inaccuracies by the Company does not imply endorsement of the contents of these reports.

## **14. Responding to financial projections and reports**

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Comments on the Company's published financial projections and reports will only be made in relation to material that has already been publicly disclosed. Responses will be avoided which suggest that the Company or the market's current projections are incorrect. The Company will publicly announce any material change in expectations before commenting to anyone outside the Company.

## **15. Review**

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This Policy will be reviewed regularly by the Board, having regard to the changing circumstances of the Company. Any changes made by the Board to the Policy will be notified in writing.

Updates and amendments to this Policy will be the responsibility of the Company Secretary. All new management or other relevant staff will be provided with a copy of this Policy as part of their induction into the Company. Any updates or amendments as approved by the Board will be notified to Employees by the Company Secretary.

## **16. Compliance**

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Breaches of this Policy may lead to disciplinary action being taken against the relevant Employee including dismissal in serious cases.

## **17. Approval**

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This Policy was approved by the Board on 3 November 2016. The Board may change this Policy by resolution.

## **12. Disclosure of Policy**

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This Policy is available, and updated as required, on the Company's website ([www.aamg.co](http://www.aamg.co)) in a clearly marked "Corporate Governance" section.