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National
Veterinary
Care

*Excellence
in Vet Care*

**National Veterinary Care Ltd
ACN 166 200 059**

Notice of Annual General Meeting and Explanatory Statement

**Annual General Meeting to be held at
Link Market Services
Level 15, 324 Queen Street
Brisbane QLD 4000
on 24 November 2015
commencing at 11.00am AEST**

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional advisor prior to voting.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of National Veterinary Care Ltd ACN 166 200 059 (**Company**) will be held at Link Market Services, Level 15, 324 Queen Street, Brisbane, QLD 4000, on 24th November 2015, commencing at 11.00am AEST.

ITEMS OF BUSINESS

1. Financial Statements and Reports

To receive and consider the financial statements and the reports of the Directors and the Auditor for the Company and its controlled entities for the financial year ended 30 June 2015.

Note: There is no requirement for shareholders to approve these reports.

2. Election of Ms Alison Sherry as a Director

To consider and, if thought fit, to pass, the following Resolution as an ordinary resolution:

"That Ms Alison Sherry, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and rule 19.2 of the Company's constitution, and being eligible, be elected as a Director of the Company"

Note: information about the candidate appears in the accompanying Explanatory Memorandum

21st October 2015

By order of the Board



Katherine Baker
Company Secretary

Notes

These Notes and the accompany Explanatory Statement for part of this Notice of the Meeting

1. Shareholders

The Company has determine that for the purpose of voting at the Meeting, share will be taken to be held by those persons recorded on the Company's register of shareholders at 7:00pm AEST on 22nd November 2015. This means that any shareholder registered at 7:00pm AEST on 22nd November 2015 is entitled to attend and vote at the Meeting.

2. How to vote

Proxy Form

If you are a shareholder, and you are unable to attend and vote at the meeting, and wish to appoint a poxy, please complete and return the enclosed Proxy Form.

To vote by proxy, please either:

- A. Lodge your proxy online at ww.linkmarketservices.com.au and follow the prompts: or
- B. Complete and sign the relevant proxy form enclosed with this Notice of Meeting and return the Proxy Form either:

By hand:	delivering it to Link Market Services, 1A Homebush Bay Drive, Rhodes NSW 2138
By mail:	National Veterinary Care Ltd C/- Link Market Services Limited Locked Bag A14 SYDNEY SOUTH NSW 1235
By fax:	(02) 9287 0309

So that it is received not later than 11am on 20th November 2015. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Appointment of a proxy

Shareholders are advised that:

- Each Shareholder that is entitled to attend and vote at the Meeting is entitled to appoint a proxy.
- The proxy need not be a Shareholder of the Company.
- A Shareholder who is 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.

Please write the name of the person you wish to appoint as your proxy in the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair will be your proxy.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with section 127 of the Corporations Act. The certificate of appointment must be lodged with the Company before the Meeting.

Votes on Resolutions

You may direct your proxy how to vote by marking 'For', 'Against' or 'Abstain' for each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution, your vote on will be invalid on that Resolution.

How the Chair will vote undirected proxies

At the date of this Notice of Meeting, the Chair intends to vote all undirected proxies FOR each of the Resolutions.

The Proxy Form expressly authorises the Chair to exercise undirected proxies in his/her discretion in relation to all Resolutions even where such Resolutions are connected directly or indirectly with financial benefits to be given and shares to be issued to entities associated with certain directors of the Company.

Attending the meeting in person

Eligible shareholders may attend the meeting and vote in person. If you intend to attend the meeting in person, you do not need to submit a Proxy Form.

You may still attend the meeting and vote in person even if you have appointed a proxy. You will be provided with a poll voting card on the day of the meeting. If you have previously submitted a Proxy Form, your attendance will suspend your proxy appointment while you are present at the Meeting.

Defined terms

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

Questions from Shareholders

At the Meeting the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Resolutions to be considered at the Meeting.

In addition to asking questions at the Meeting, written questions to the Board about the management of the Company or the Resolutions may be submitted by no later than 11.00am AEST on 10th November 2015:

Online: www.linkmarketservices.com.au and follow the prompts

By hand: delivering it to 97 Albion Road, Albion, Queensland 4010 marked to the attention of Katherine Baker

By mail: National Veterinary Care Ltd
97 Albion Road, Albion
Queensland 4010
Att: Katherine Baker

By email: kbaker@nvcld.com.au

Copies of written questions and answers will be available at the Meeting and posted on the Company's website.

3. Remuneration Report

Given the Company was not a listed entity as at 30 June 2015, it was not required to disclose a remuneration report in its financial statements. Therefore, the Company does not require shareholders to vote on this matter.

4. Voting Exclusion Statement

Resolution 2

The Company will disregard any votes cast by Mrs Alison Sherry, and any Associates of Mrs Sherry.

However, the Company need not disregard a vote if

1. it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
2. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Statement

Resolution 1 – Financial Statements and Reports

The Corporations Act requires that the report of the Directors, the report of the Auditors and the financial reports be presented to the Annual General Meeting. In addition the Company's constitution provides for such reports and statements to be received and considered at the Meeting.

Resolution 2 – Directors

Under the ASX Listing rules, a director appointed by the Board shall only hold office until the end of the next Annual General Meeting following their appointment, but shall be eligible for re-election at the meeting. Mrs Alison Sherry will retire at the end of the Meeting in accordance with this rule and, being eligible, offers herself for election.

The Board (with Mrs Alison Sherry abstaining in respect of her own election) unanimously recommends that the Shareholders vote in favour of Resolution 2.

Alison's well respected skills in the field of organisational consulting and human resource management acquired over 25 years, has enabled her to competently perform principal roles in strategic overview activities and business reviews with private partnership and publicly listed companies (ASX & FTSE) as well as public sector. Alison holds an MBA from University of Queensland, is a Fellow of the Australian Human Resources Institute (FAHRI) and a Member of the Australian Institute of Company Directors. Alison is currently an Executive team member at Ranbury as the General Manager of People Operations and a Board Director RSPCA Qld.

Glossary

Capitalised terms in this Explanatory Statement are defined in the Glossary at the end of this Explanatory Statement.

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Glossary

In the Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

AEST	Australian Eastern Standard Time, being the time in Brisbane, Queensland.
Associate	Has the meaning given to that term by sections 12 and 16 of the Corporations Act.
Associated Company	Means a related body corporate (as defined in the Corporations Act) of the Company; a body corporate that has voting power (as defined in the Corporations Act) in the Company of not less than 20%; or a body corporate in which the Company has voting power of not less than 20%.
ASX	ASX Limited ACN 008 624 691.
Board	Board of Directors of the Company.
Chair	The chair of the Meeting.
Company	National Veterinary Care Ltd ACN 166 200 059.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company from time to time.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice of Meeting.
Annual General Meeting or Meeting	The Annual General Meeting of Shareholders of the Company or any adjournment thereof, convened in accordance with the Notice.
Listing Rules	The listing rules of ASX, as amended from time to time.
Notice or Notice of Annual General Meeting	The notice of Annual General Meeting which accompanies the Explanatory Statement.
Proxy Form	The proxy form accompanying the Notice.
Resolution	A resolution set out in the Notice.
Share	A fully paid ordinary share in the Company.
Shareholder	A registered holder of a Share.