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26 November 2019

ASX Announcement

## PRO RATA NON-RENOUCEABLE RIGHTS ISSUE – NOTICE TO SHAREHOLDERS

The attached letter will be dispatched today to AZV shareholders in relation to the non-underwritten, pro-rata non-renounceable rights issue announced on Thursday, 14 November 2019 by Azure Healthcare Limited (ACN 108 208 760) (“**AZV**” or “**Company**”) (the “**Rights Offer**”). The letter is addressed to shareholders of AZV who have registered addresses in Australia or New Zealand or are Approved US Shareholders as at the record date of 7:00 pm (AEDT) on Friday, 29 November 2019, and are eligible to participate in the Rights Offer (“**Eligible Shareholders**”).

For further information please contact:

**Clayton Astles**

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**About Azure Healthcare Limited (ASX:AZV)**

Azure Healthcare Limited is an international provider of healthcare communication and clinical workflow management solutions. Headquartered in Australia, the Company has subsidiaries in six countries and supports healthcare facilities through its global reseller network which includes growing markets in health, aged care and acute care. Azure Healthcare services markets include Australia, New Zealand, Canada, UK, USA, Asia and the Middle East. For further information please refer to the Company’s website [www.azurehealthcare.com.au](http://www.azurehealthcare.com.au).



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Dear Shareholder,

**Non-Underwritten, Pro Rata, Non-Renounceable Rights Offer – Notification to Eligible Shareholders**

On Thursday 14 November 2019, Azure Healthcare Limited (ASX: AZV) (“**AZV**” or “**Company**”) announced a non-underwritten, pro rata, non-renounceable rights issue of up to 22,064,360 new fully paid ordinary shares in the Company (“**New Shares**”) on the basis of that eligible shareholders will be entitled to subscribe for one (1) New Share for every 11.88 existing shares held by the eligible shareholder at 7.00 pm (AEDT) on Friday 29 November 2019 (“**Record Date**”) at an offer price of \$0.068 per New Share, to raise up to approximately \$1,500,376 (“**Rights Offer**”).

**Information about Rights Offer**

The Company announced the Rights Offer on Thursday 14 November 2019 and lodged a disclosure document in respect of the Rights Offer with the ASX on Monday 25 November 2019 (“**Rights Offer Booklet**”). Eligible Shareholders are invited to subscribe for one New Share for every 11.88 Shares held as at the Record Date at an Offer Price of \$0.068 per New Share. This is the “**Priority Offer**”.

As part of the Rights Offer, Eligible Shareholders may, subject to conditions, apply for New Shares not applied for under the Priority Offer in excess of their entitlements (“**Additional Shares**”) at the same issue price of \$0.068 per New Share (“**Shortfall Offer**”).

Further details of the Rights Offer, including the number of shares held by and approximate voting power of the substantial shareholders after completion of the Rights Offer, are set out in the Rights Offer Booklet, which will be dispatched to Eligible Shareholders, together with a personalised Entitlement and Acceptance Form, by Tuesday 3 December 2019.

**Eligibility to participate in the Rights Offer**

A person is eligible to participate in the Rights Offer if they are a registered holder of shares in the Company on the Record Date and have an address on the Company’s share register in Australia or New Zealand, or are an Approved US Shareholder as that term is defined in the Rights Offer Booklet (“**Eligible Shareholder**”).

The Company has otherwise determined, pursuant to Rule 7.7.1(a) of the Listing Rules of the Australian Securities Exchange (“**Listing Rules**”), that it would be unreasonable to make offers under the Rights Offer Booklet to shareholders with registered addresses outside of Australia and New Zealand except in respect of Approved US Shareholders (“**Ineligible Shareholders**”), having regard to the small number of such shareholders and the costs of complying with legal and regulatory requirements in each of those jurisdictions.

**Use of Proceeds from the Rights Offer**

The Company will use the proceeds from the Rights Offer to:

- (a) increase strategic marketing and sale presence in international markets, specifically the United States and Europe;
- (b) develop brand awareness through trialing innovative product deployment in the United States, Europe and Asian markets;
- (c) target purchases of certain materials that will enable the Company to materially reduce the lead time for high demand items, as well as allowing for increased order quantities; and
- (d) repay debt and fund the ongoing working capital requirements of the Company.

Further detail regarding the use of funds is set out in the Rights Offer Booklet lodged with the ASX on Monday 25 November 2019.

**Dealing with your rights**

An Eligible Shareholder’s Rights are non-renounceable. Accordingly, Eligible Shareholders may not trade their entitlements on the ASX.

**Important dates of the Rights Offer**

The indicative timetable for the Rights Offer is as follows:

Date	Event
Thursday, 14 November 2019	<b>Rights Offer and Placement Announcement Date</b>
	Lodgement of Appendix 3B (Placement) with the ASX
Friday, 22 November 2019	Allotment of New Shares pursuant to the Placement
Monday, 25 November 2019	Lodgement of Rights Offer Booklet and Appendix 3B (Rights Offer) with the ASX
Tuesday, 26 November 2019	Company sends letter to Eligible and Non-Eligible Shareholders containing information of the Offer and the Offer Timetable

<b>Date</b>	<b>Event</b>
Thursday, 28 November 2019	<b>Rights Offer Ex Date</b> Company shares trade on an ex-basis for the Rights Offer
At 7:00pm (AEDT) on Friday, 29 November 2019	<b>Rights Offer Record Date</b>
Tuesday, 3 December 2019	<b>Rights Offer Opening Date</b> Rights Offer opens Rights Offer Booklet dispatched to Eligible Shareholders
Tuesday, 10 December 2019	Last day to extend the Offer closing date
At 5:00pm (AEDT) on Friday, 13 December 2019	<b>Rights Offer Closing Date</b>
Monday, 16 December 2019	Rights Offer – Quotation on a deferred settlement basis
Wednesday, 18 December 2019	<b>Rights Offer Shortfall Notification Date</b> Company announces results of the Rights Offer and notifies ASX of under-subscriptions (if any)
Friday, 20 December 2019	<b>Rights Offer Allotment Date</b> Issue date under Offer – Deferred settlement trading ends
Monday, 23 December 2019	<b>Rights Offer Trading Date</b> Normal trading of Rights Offer Shares
Tuesday, 31 December 2019	<b>Rights Offer Dispatch Date</b> Dispatch of holding statements

\*This Timetable is indicative only. Applicants are encouraged to submit their Entitlement and Acceptance Form and Application Monies as soon as possible after the Rights Offer opens. The Directors may vary these dates subject to the Listing Rules. An extension of the Closing Date will delay the anticipated date for allotment and issue of the New Shares. The Directors also reserve the right not to proceed with the whole or part of the Rights Offer any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be refunded in full to Applicants.

### **Purpose of this letter**

You are **not** required to do anything in response to this letter, which is provided for your information only, and does **not** constitute an offer of New Shares under the Rights Offer.

A Rights Offer Booklet will be sent to Eligible Shareholders, together with a personalised Entitlement and Acceptance Form, by Tuesday 3 December 2019 which will set out instructions regarding how Eligible Shareholders may subscribe for New Shares under the Rights Offer.

If you have any questions in relation to any of the above matters, please contact AZV's Company Secretary, Brendan Maher, on 03 9209 9608 (within Australia) or +61 3 9209 9608 (outside Australia).

On behalf of the Board of AZV, we thank you for your continued support.

Yours sincerely,

Mr Graeme Billings

Chairman