

For personal use only

**ASIAN CENTRE FOR LIVER DISEASES AND
TRANSPLANTATION LIMITED
ABN 42 091 559 125**

NOTICE OF ANNUAL GENERAL MEETING

**Date of Meeting:
Wednesday 5 December 2012**

**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 CENTRE FOR LIVER DISEASES AND TRANSPLANTATION 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 Centre for Liver Diseases and Transplantation Limited ("**Company**") will be held at Level 8, 607 Bourke Street Melbourne Victoria 3000, on 5 December 2012 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 3 December 2012 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 to submit your voting intentions.

If the Chairperson is appointed as a proxy, they are not permitted to vote undirected proxies on various matters, including some remuneration matters and related party matters, unless express authority to do so is given by the appointing shareholder. **Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairperson of the meeting as your proxy.**

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 2012.

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- Change of Company Name

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That for the purposes of section 157(1) (a) of the Corporations Act 2001, and for all other purposes, the name of the Company be changed to Asian American Medical Group Limited."

Resolution 3- Re-election of Directors

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

Resolution 3 (a)

"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 3 (b)

"That Mr Harry Vui Khiun Lee, 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 3 (c)

"That Ms Jeslyn Jacques Wee Kian Leong, a Director retiring in accordance with clause 13.5 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 5 November 2012

By Order of the Board
Dario Nazzari
Company Secretary

ASIAN CENTRE FOR LIVER DISEASES AND TRANSPLANTATION 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 5 December 2012 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 2012 at the Meeting, copies of which can be found on the Asian Centre For Liver Diseases and Transplantation Limited website www.asianlivercentre.com.sg 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 2012 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.

Voting Exclusion Statement:

In accordance with section 250R(4) of the Corporations Act, no member of the key management personnel of the Company or a closely related party of such a member may vote on Resolution 1.

However, in accordance with the Act, a person described above may vote on Resolution 1 if:

- (a) It is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or
- (b) It is cast by the Chairman as proxy for a person who is permitted to vote, and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

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 - Change of Company Name

Resolution 2 is a special resolution which seeks members' approval for the Company to change its name from "Asian Centre for Liver Disease and Transplantation Limited" to "Asian American Medical Group Limited".

Section 157(1)(a) of the Corporations Act 2001 specifically provides that a company may change its name by the members of the company passing a special resolution to that effect, which requires approval of at least 75% of the votes cast by or on behalf of members entitled to vote on the resolution.

The Directors believe that it is necessary for the Company to change its name to reflect the Company's future business operations. Under the collaboration agreement with The University of Pittsburgh Medical Center ("UPMC"), the Company intends to develop a Comprehensive Transplant Centre ("CTC") in Singapore to treat liver, kidney, stem cells and bone marrow diseases. As such, the Company's current name of "Asian Centre for Liver Diseases and Transplantation Limited" will no longer be reflective of the nature of the operation of the Group, which will now expand beyond liver diseases to non-liver related diseases. The proposed name of "Asian American Medical Group" will express the collaboration between the Company, which is Asian centric, with an American medical institution to set up the CTC.

Resolution 3 - 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, Mr Heng Boo Fong and Mr Harry Vui Khiun Lee will retire by rotation and seek re-election. Also, Ms Jeslyn Jacques Wee Kian Leong who was appointed during the year will retire and seek re-election.

Mr Heng Boo Fong

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

Mr Fong holds a Bachelor of Accountancy (Honours) degree from the University of Singapore (now known as the National University of Singapore). He has over 38 years of working experience in auditing, finance, business development and corporate governance.

Mr Harry Vui Khiun Lee

Mr Harry Vui Khiun Lee is an Independent Non-Executive Director of the Company. He was appointed on 18 April 2011.

Mr Lee has more than 21 years of experience in construction-related industries in Malaysia, Singapore and Australia. Mr Lee graduated from RMIT University, Melbourne, Australia with a Bachelor of Business majoring in Economics and Finance in 1985.

Mr Jeslyn Jacques Wee

Mr Jeslyn 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 21 years of extensive experience in the field of corporate finance. She is presently the Financial Accountant of Teys Australia Pty Ltd, Australia's leading beef processor and exporter.

For personal use only

Schedule 1 - Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

"**Annual Report**" means the 2012 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 Centre for Liver Diseases and Transplantation 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 2012 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.

Lodge your vote:



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

For all enquiries call:

(within Australia) 1300 652 721
(outside Australia) +61 3 9946 4400

Proxy Form

For your vote to be effective it must be received by 10:30am (Melbourne time) Monday 3 December 2012

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 as they choose. 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

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 under the information tab, "Downloadable 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.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN:



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

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Asian Centre for Liver Diseases and Transplantation 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 Asian Centre for Liver Diseases and Transplantation Limited to be held at Level 8, 607 Bourke Street, Melbourne, Victoria, 3000 on Wednesday 5 December 2012 at 10:30am (Melbourne time) 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 **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** 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 **Item 1** 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
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	Re-election of Mr Heng Boo Fong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	Re-election of Mr Harry Vui Khiun Lee as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(c)	Re-election of Ms Jeslyn Jacques Wee Kian Leong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 / /