



the **Hydroponics** company

www.thcl.com.au

ASX RELEASE (16<sup>th</sup> March 2018)

# 2018 AGM Update

**The Hydroponics Company Limited** (ASX: THC) (**THC** or the **Company**) provides the following update with respect to the Annual General Meeting to be held on 23 March 2018 at The Function Centre, Level 4, 60 Carrington Street, Sydney NSW 2000 at 11:00 am (Sydney Time) (**AGM**).

Shareholders are encouraged to attend or submit a proxy. A blank proxy form is included in this announcement, and shareholders can use it by filling in their details as explained below. A sample proxy indicating Directors' recommendations is also enclosed (but the sample cannot be used to lodge a proxy – shareholders should complete the blank form only).

## 1. Interim Chair at the AGM

Further to the shareholders meeting held on 15 March 2018 (**EGM**), Steven Xu has been elected Interim Chairman by the Board and will replace Ian Mutton (the former Chairman) as the Chairman at the Company's upcoming AGM.

## 2. Outgoing Directors and Withdrawn Nominations

Following the EGM, former Directors, Ian Mutton, Mary Verschuer, Peter Wallace and Hamish MacDonald, have each given a written notice to the Company to withdraw their candidacy for election at the AGM.

Similarly, as announced on 14 March 2018, David Radford has also advised the Company that he will not stand for election at the AGM.

Accordingly, resolutions 2, 4, 5, 6 and 8 (**Withdrawn Resolutions**) as detailed in the AGM notice are withdrawn and will not be voted on at the AGM.

## 3. New Resolutions

While Lou Cattelan and Gary Radcliff have been elected by shareholder vote at the EGM, due to requirements of the Company's constitution, they are required to stand for re-election at the AGM. Mr Beasley will also stand for re-election so that shareholders have an opportunity to vote on all directors at this inaugural AGM.

The new resolutions for the re-election of Lou Cattelan, Gary Radcliff and Alan Beasley (**New Resolutions**) are numbered as Resolution 11, 12 and 13 respectively in the revised proxy form.

Section 250R(1) of the Corporations Act permits shareholders to consider the New Resolutions at the AGM, even if those resolutions were not referred to in the AGM notice.

The biographies of Lou Cattelan and Gary Radcliff were provided in the EGM notice and are attached again in Annexure A of this announcement.



The Hydroponics Company Limited  
(ASX:THC) ACN: 614 508 039

Suite 305, Level 3, 35 Lime St  
Sydney, NSW, Australia. 2000

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#### 4. Interim Chairman's intention for undirected proxies

There is a change in intention in relation to undirected proxies compared with the previous Chairman. As the Chairman of the meeting, Steven Xu intends to vote all undirected proxies that appoint the Chairman (expressly or by default):

- **IN FAVOUR** of **Resolution 1** (Remuneration Report) and **Resolutions 3, 11, 12, and 13** (Re-election of Steven Xu; Lou Cattelan; Gary Radcliff and Alan Beasley as Directors of the Company); and
- **AGAINST** the remaining resolutions that will be voted on at the AGM (Resolutions 7, 9 and 10).

#### 5. Revised Proxy Forms

To give all shareholders an opportunity and as much time as possible to consider and vote on the New Resolutions, the Company has issued a revised AGM proxy form which includes the New Resolutions. The revised AGM proxy form will not be mailed out, and is available by:

- email, where shareholders have provided an email address to Computershare;
- on the Company's website at [www.thcl.com.au](http://www.thcl.com.au); and
- attached to this announcement. If you use this proxy form, be sure to use only the blank form, do not send in the sample proxy form (the sample is for guidance as to the Directors' recommendations only). You may also call the Company's share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

If you have already lodged your proxy, you may **choose to**:

- A. change your proxy direction** by completing the revised proxy form. By doing this, shareholders will replace any votes they had previously lodged; **or**
- B. do nothing.** If you do not complete the revised proxy form, your existing proxy form will remain valid. For appointed proxies with *open and undirected* directions, the proxy will have the authority to vote on each New Resolution at the AGM; otherwise for directed proxies those votes will be treated as 'abstained' against each New Resolution in the event that a poll is conducted.

If you are yet to lodge your proxy form, please use the revised proxy form to ensure all resolutions are counted.

There is **no change to the closing cut-off** for the acceptance of proxies which remains at 11:00am (Sydney time) on 21 March 2018.

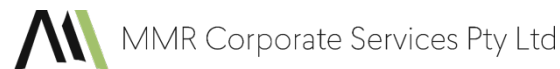
**For further information, please contact:**

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P: +61 2 8296 0000

E: [jarrod.white@thcl.com.au](mailto:jarrod.white@thcl.com.au)



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M: +61 449 607 636

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**Annexure A: Biographies of Lou Cattelan and Gary Radcliff****Mr Lou Cattelan**

Mr Cattelan has over 30 years' experience in the pharmaceutical, Nutraceutical, Healthcare and allied industry sectors. Mr Cattelan specialises in Project Management, Strategic Planning, New Product Development, TGA & FDA Compliance, Industry Networks and Special Projects.

Mr Cattelan is currently a director of Contract Pharmaceutical Services of Australia, and has worked in senior hands-on positions with Ella Bache, Milpharma, Sunspot Products, Bayer Pharma and Blackmores.

**Mr Gary Radcliff**

Mr Radcliff is a practicing Barrister, having been first called to the Bar in 1984 and is the President of the Gold Coast Bar Association. Mr Radcliff is also a specialist adjudicator in relation to Dispute Resolution recognised by the Office of the Commissioner for Body Corporate and Community Management (Queensland, Australia).

Mr Radcliff provides a wealth of experience in corporate governance and compliance matters both in Australia and overseas. In addition to practicing law, Mr Radcliff has significant experience in project management, corporate advisory and company directorship in a wide range of sectors, most notably, pharmaceuticals, financial services and technology.

**About The Hydroponics Company [www.thcl.com.au](http://www.thcl.com.au)**

THC is at the forefront of developing a leading, diversified worldwide cannabis business, focusing on two core business units: Development and delivery of medicinal cannabis, and manufacturing and distribution of hydroponics equipment, materials and nutrients.



theHydroponicscompany

ABN 33 614 508 039

**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia



**Email:**

sydreturningofficer@computershare.com.au

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 850 505  
(outside Australia) +61 3 9415 4000

**Proxy Form**

**For your vote to be effective it must be received by 11.00 A.M. (Sydney time) Wednesday, 21 March 2018**

**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 or abstain as they choose (to the extent permitted by law). 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 help tab, "Printable 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**



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

This Document is printed on Greenhouse Friendly™ ENVI-Laser Carbon Neutral Paper

USE ONLY

Registered Holder Name(s)

Registered Holder Address

Holder Identification Number (HIN) or Securityholder Reference Number (SRN)

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of The Hydroponics Company 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 The Hydroponics Company Limited to be held at the Function Centre, Computershare Investor Services Pty Ltd, Level 4, 60 Carrington Street, SYDNEY NSW 2000 on Friday, 23 March 2018 at 11.00 A.M. (Sydney 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 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 Resolution 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			For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Appointment of David Radford as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election or appointment of Ian Mutton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Removal of Louis Cattelan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Steven Xiaobo Xu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Removal of Gary John Radcliff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election or appointment of Mary Joan Verschuer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Re-election of Louis Cattelan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election or appointment of Peter Francis Wallace as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 12	Re-election of Gary John Radcliff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-election or appointment of James MacDonald as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 13	Re-election of Alan Beasley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Removal of Alan Beasley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

There is a change in intention in relation to undirected proxies compared with the previous Chairman. As the interim Chairman, Mr Xu intends to vote all undirected proxies that appoint him (expressly or by default):

- IN FAVOUR of Resolution 1 (Remuneration Report) and Resolutions 3, 11, 12, and 13 (Re-election of Steven Xu; Lou Cattelan; Gary Radcliff and Alan Beasley as Directors of the Company); and
- AGAINST for the remaining resolutions that will be voted on at the AGM.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_ Date / /

Registered Holder Name(s)

SAMPLE

Registered Holder Address

DO NOT LODGE

Holder Identification Number (HIN) or Securityholder Reference Number (SRN)

[Empty box for HIN or SRN]

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of The Hydroponics Company Limited hereby appoint

the Chairman of the Meeting OR [Empty box]

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 The Hydroponics Company Limited to be held at the Function Centre, Computershare Investor Services Pty Ltd, Level 4, 60 Carrington Street, SYDNEY NSW 2000 on Friday, 23 March 2018 at 11.00 A.M. (Sydney 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 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 Resolution 1 by marking the appropriate box in step 2 below.

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		For	Against	Abstain		For	Against	Abstain
Resolution 1	Remuneration Report	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election or appointment of Ian Mutton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Steven Xiaobo Xu as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election or appointment of Mary Joan Verschuer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election or appointment of Peter Francis Wallace as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 12	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-election or appointment of James MacDonald as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 13	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Removal of Alan Beasley as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>				

There is a change in intention in relation to undirected proxies compared with the previous Chairman. As the interim Chairman, Mr Xu intends to vote all undirected proxies that appoint him (expressly or by default):

- IN FAVOUR of Resolution 1 (Remuneration Report) and Resolutions 3, 11, 12, and 13 (Re-election of Steven Xu; Lou Cattelan; Gary Radcliff and Alan Beasley as Directors of the Company); and
- AGAINST for the remaining resolutions that will be voted on at the AGM.

## SIGN Signature of Securityholder(s) This section must be completed.

Individual or Securityholder 1

[Signature box 1]

Sole Director and Sole Company Secretary

Securityholder 2

[Signature box 2]

Director

Securityholder 3

[Signature box 3]

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /