



9 March 2017

Australian Securities Exchange Limited

1 Introduction

This announcement provides Pulse Health Limited (ASX: **PHG**) (**Pulse**) Shareholders with updated information concerning the proposed acquisition of Pulse by Healthe Care Australia Pty Ltd by scheme of arrangement. In particular:

- the results of the Independent Expert's consideration of Pulse's financial statements for the half year ended 31 December 2016; and
- the status of regulatory approvals that are required to satisfy the Conditions Precedent.

2 Independent Expert's consideration of Pulse's financial statements for the half year ended 31 December 2016

2.1 Announcement of half year report

On 28 February 2017, Pulse released its financial statements for the half year ended 31 December 2016 to ASX (**1H Results**). Pulse Shareholders are strongly encouraged to read those financial statements in respect of their decision as to how to vote at the Scheme Meeting.

2.2 Independent Expert's opinion

The Independent Expert, Leadenhall Corporate Advisory Pty Ltd, has considered the 1H Results and confirmed that its opinion, namely that the Scheme is fair and reasonable and in the best interests of Pulse Shareholders, has not changed.

2.3 Healthe Care confirmation

Following its review of the Company's 1H Results and based solely on the information contained in the 1H Results announcement, Healthe Care has confirmed to Pulse that the 1H Results do not alter its intention to proceed with the Scheme on the terms set out in the Scheme Implementation Deed.

3 Update on regulatory approvals

3.1 ACCC and NZ OIO Conditions Precedent

As set out in the Scheme Booklet dated 1 February 2017, the Scheme is subject to Healthe Care receiving before 8.00am on the Second Court Date:

- (1) Informal merger clearance from the ACCC to the effect that ACCC does not propose to intervene or seek to prevent the acquisition of Pulse Shares by Healthe Care; and
- (2) from NZ OIO any approval required under the New Zealand Overseas Investment Act 2005 and its regulations in respect of the acquisition of Pulse Shares by Healthe Care.



As at the date of this announcement, the ACCC's public consultation and review of the proposed transaction is continuing, as is the NZ OIO full review and assessment phase.

3.2 Timing

The ACCC had specified 16 March 2017 as the provisional date by which it intends to make a decision.

Pulse is hopeful of Health Care obtaining the NZ OIO approval prior to the date of the Scheme Meeting scheduled for 22 March 2017.

While the ACCC and NZ OIO are progressing with their assessment of the application, it is unlikely that the ACCC will have completed its review and made its decision before the Scheme Meeting.

If these Conditions have not been satisfied, the Scheme Meeting will proceed on the scheduled date but the Implementation Date may be delayed until after they are satisfied.

4 Directors' maintain recommendation

4.1 Pulse Directors recommend the Scheme

The Pulse Directors maintain their unanimous recommendation that Pulse Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best of the Pulse Shareholders.

5 Additional information

5.1 Scheme Meeting

The Pulse Shareholder meeting to consider the Scheme will be held at 9:30am (Sydney time) on Wednesday 22 March 2017 at The Grace Hotel (The Marra Room), Level 2, 77 York Street, Sydney NSW 2000.

5.2 Consents

The Independent Expert consents to be named in this announcement in the form and context in which it is named. The Independent Expert:

- (1) has not authorised or caused the issue of this announcement;
- (2) does not make, or purport to make, any statement in this announcement or any statement on which a statement in this announcement is based other than as specified in section 2.2; and
- (3) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this announcement, other than a reference to its name and a statement included in section 2.2.

5.3 Voting at the Scheme Meeting

If you are a Pulse Shareholder and have already submitted a valid proxy for the Scheme Meeting and you want to change the way in which you have voted, then you may change your vote online by visiting www.investorvote.com.au and follow the prompts or you can call Pulse's share registry, Computershare, during business hours in Sydney on 1800 783



447 (within Australia) or +61 3 9473 2555 (outside Australia) and request a new proxy form. Any subsequent proxy form that you lodge will revoke any earlier proxy form that you have lodged with Pulse. All proxy forms are required to be received by 9:30am (Sydney time) on Monday, 20 March 2017.

If you are a Pulse Shareholder you should read the Scheme Booklet and this announcement in its entirety in respect of your decision as to how to vote on the resolution to be considered at the Scheme Meeting. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser

5.4 **Capitalised terms**

Unless otherwise defined in this document or the context otherwise requires, terms defined in Section 11 of the Scheme Booklet have the same meaning when used in this document.

Phillipa Blakey

Chief Executive Officer & Managing Director

For more information, contact:

Geoff Elliott
GRA Cosway
Tel: +612 8353 0420