



ResApp Scheme Meeting: Chairman's Address & Presentation

Brisbane, Australia, 7 September 2022 – ResApp Health Limited (ASX: RAP) (**ResApp**) refers to the proposed acquisition of ResApp by Pfizer Australia Holdings Pty Limited (a wholly-owned subsidiary of Pfizer Inc., a global biopharmaceutical company) (**Pfizer**) by way of a scheme of arrangement (**Scheme**).

Scheme Meeting materials

In accordance with ASX Listing Rule 3.13, attached to this announcement are the following documents to be presented at ResApp's Scheme Meeting being held at 2:00pm (AEST) today:

1. Chairman's address; and
2. Scheme Meeting Presentation Slides.

ResApp shareholders may attend, participate in and vote at the Scheme Meeting in person at the offices of DLA Piper Australia, Level 22, No 1 Martin Place, Sydney and virtually via an online platform. To attend the Scheme Meeting virtually, please pre-register in advance for the virtual meeting here: https://us02web.zoom.us/webinar/register/WN_pvBR0ih1TKCkkQjgJNNGNg

The voting results of the Scheme Meeting will be communicated to the ASX shortly after the conclusion of the Scheme Meeting.

About ResApp Health Limited

ResApp Health Limited (ASX: RAP) is a leading digital health company developing smartphone applications for the diagnosis and management of respiratory disease. ResApp's machine learning algorithms use sound to diagnose and measure the severity of respiratory conditions without the need for additional accessories or hardware. ResApp's regulatory-approved and clinically validated products include ResAppDx, a smartphone-based acute respiratory disease diagnostic test; SleepCheckRx, a prescription-only smartphone application that screens adults for moderate to severe sleep apnoea; and SleepCheck, a smartphone application which allows consumers to self-assess their risk of sleep apnoea. For more information, please visit www.resapphealth.com.au.

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This ASX announcement was approved and authorised for release by the Managing Director of ResApp Health.



Annexure A – Chairman’s Address

Chairman's Address ResApp Health Limited Scheme Meeting

Welcome

[Slide 1 – Court ordered Scheme Meeting of Shareholders]

Good afternoon ladies and gentlemen. Welcome to today's meeting of shareholders of ResApp Health Limited (**ResApp**), which has been convened pursuant to an order of the Supreme Court of New South Wales made on 25 August 2022 in connection with the proposed scheme of arrangement between ResApp and its shareholders (**Scheme Meeting**).

My name is James Nicholls, I am a partner of DLA Piper, the solicitors for ResApp and I will be chairing this Scheme Meeting.

Before proceeding, I'd like to acknowledge the Traditional Custodians of the land, the Gadigal people of the Eora Nation and pay my respects to Elders, past, present and emerging.

Housekeeping

[Slide 2 – Need technical assistance?]

Firstly to a couple of housekeeping matters.

If you experience technical difficulties please call 1300 816 159 if you are in Australia or +61 2 8072 1479 if you are outside of Australia.

Exit doors are located around the room. In the event of an emergency please take direction from the staff of DLA Piper. We ask that you turn off your mobile phones or put your phones on silent so as not to disturb the other meeting attendees.

Business of meeting

[Slide 3 – Agenda]

It is past 2:00pm and so it is now time to commence the Scheme Meeting.

As two shareholders are present in person or by proxy, attorney or representative, I confirm that we have a quorum and the meeting is properly constituted and so I declare the Scheme Meeting open. Before we turn to the conduct of today's meeting, I'd like to introduce the Company's board members who are in attendance today.

Representatives present today

[Slide 4 – Representatives present today]

Dr Anthony Keating – Chief Executive Officer, Managing Director; and

Mr Brian Leedman – Executive Director, Corporate Affairs

are both in attendance

And the Company's other board members are joining us via video link being:

Dr Roger Aston – Non-Executive Chairperson, Non-Executive Director

Mr Christopher Ntoumenopoulos – Non-Executive Director

Dr Michael Stein – Non-Executive Director

Also welcome to the company secretary, Nicki Farley, and representatives of Automic Registry Services (**Automic**) who are also present to assist in the poll process for today's meeting.

Online platform

[Slide 5 – Online attendees]

I will now go through a few administrative matters before turning to the substantive parts of this meeting.

The virtual component of this hybrid meeting is being held via Automic's online meeting platform and Zoom. This platform enables shareholders and proxyholders to participate in this live webcast of the meeting as well as ask questions and submit votes.

Please note the only persons entitled to vote are all shareholders, representatives and attorneys of shareholders and proxyholders and only those persons have the right to speak at the meeting.

Questions can be submitted at any time via Zoom. To ask a question press on the Q&A icon. This will open a new screen. At the bottom of that screen there is a section for you to type your question. Please start your question by typing your name and confirming that you are shareholder, representative or an attorney of one or more shareholders or a proxyholder. This will allow the moderator to identify you as a shareholder. If you would like to ask your question verbally, type your name, confirm that you are shareholder, representative or an attorney of one or more shareholders or a proxyholder and then type "I'd like to speak". Once you have finished typing, please hit enter on your keyboard to send.

Shareholders can submit questions from now on.

When we reach the formal business of the meeting, voting on all resolutions will be conducted by poll.

Shareholders attending virtually and wishing to vote on the resolutions being put to the meeting can do so through Automic's investor portal.

Voting procedure

As the format of this hybrid meeting is different from a standard physical meeting, I will briefly discuss how voting will be conducted.

There will be two resolutions and voting on both will be conducted by poll.

Online Attendees

Firstly, for those who are eligible to vote and who are attending today's meeting virtually, when voting is open, please press the "refresh" button. This will enable you to record your vote by selecting either "for", "against" or "abstain" next to the appropriate resolution.

Once I declare voting has been closed, you must select "next" to submit your vote. On the next screen, check your vote is correct and select the box next to "declaration", you cannot confirm your vote unless you select this box. Please note, you cannot amend your vote after pressing the confirm button.

Once your vote has been lodged and final, you will see a screen indicating you have successfully submitted your vote.

Again, if you experience technical difficulties, please call 1300 816 159 if you are in Australia or +61 2 8072 1479 if you are outside of Australia.

Physical Attendees

For those who are eligible to vote and who are attending today's meeting in person, you would have been issued with a YELLOW voting card when registering for the meeting.

If there is any person present who believes they are entitled to vote but does not have a YELLOW voting card, would you please raise your hand and an Automic staff member will assist you.

On the reverse of your YELLOW voting card is your voting paper which details the resolution that is being put to this poll.

If you are a proxyholder with open votes, you need to mark a box beside the resolution to indicate how you wish to cast the open votes (for, against or abstain).

All other people who have a YELLOW voting card also need to mark a box beside the resolution to indicate how you wish to cast the open votes (again - for, against or abstain).

When you have finished filling in your voting paper, please lodge it in a ballot box as directed by the Automic staff. Your vote cannot be counted unless it is lodged.

If you are a proxyholder and only have directed votes (for and/or against) as shown on the summary of votes attached to your YELLOW voting card, you do not need to do anything other than placing it in a ballot box as directed by the Automic staff.

If you require any assistance, Automic staff are here to assist you. Please raise your hand if you require assistance.

Voting is now open on all items of business.

Purpose of this meeting

[Slide 6 – Purpose of today's meeting]

The purpose of this meeting is to seek the approval of shareholders to the proposed scheme of arrangement under which, if approved, Pfizer Australia Holdings Pty Limited (**Pfizer Australia**) – a wholly-owned subsidiary of Pfizer Inc. (a global biopharmaceutical company) – will acquire all the shares in ResApp for a cash payment of \$0.208 in cash per share (**Scheme**).

Shareholders will be aware that, as announced by ResApp on 3 August 2022, Pfizer has agreed to increase the cash consideration payable under the Scheme from \$0.146 to \$0.208 for each ResApp share held by shareholders as at the record date.

As outlined in ResApp's first supplementary scheme booklet dated 5 August 2022 (**First Supplementary Scheme Booklet**) and second supplementary scheme booklet dated 25 August 2022 (**Second Supplementary Scheme Booklet**), there will be two resolutions and voting on both resolutions will be conducted by a poll.

The first resolution, which I will now refer to as the "Amending Resolution", is to take into account the increase in cash consideration offered under the Scheme. If the Amending Resolution is not passed, the second resolution to approve the Scheme, which I will refer to as the "Scheme Resolution", will be withdrawn.

The original scheme booklet dated 15 July 2022 (**Original Scheme Booklet**) includes, among other things, an overview of the Scheme, the key considerations relevant to each shareholder's vote, including reasons to vote in favour of, or against, the Scheme, the risks associated with the Scheme, the risks associated with a continued investment in ResApp and a notice convening today's meeting (**Notice of Meeting**).

The First Supplementary Scheme Booklet contains information relevant to the amendment to the Scheme terms, namely, an increase in the Scheme consideration from \$0.146 to \$0.208 cash for each ResApp share.

The Second Supplementary Scheme Booklet contains information relating to Pfizer's 'best and final offer letter', the loan agreement which ResApp and Pfizer entered into to enable ResApp to address its short-term working capital needs and ResApp's current financial position.

Altogether, the booklets outline in detail the proposed acquisition of ResApp by Pfizer under the proposed Scheme.

As the Original Scheme Booklet, First Supplementary Scheme Booklet, Second Supplementary Scheme Booklet and Notice of Meeting have been sent to all shareholders, and if there is no objection from the meeting, I will take the Original Scheme Booklet, First Supplementary Scheme Booklet, Second Supplementary Scheme Booklet and Notice of Meeting as having been read. While I will take these documents as read, I would like to draw your attention to some important considerations about the proposed Scheme.

Status of conditions precedent and timetable

[Slide 7 – Status of conditions precedent]

As set out in the Original Scheme Booklet, the Scheme is subject to a number of conditions precedent. As at today's date, those relating to:

- the receipt by Pfizer of written notice from the Australian Competition and Consumer Commission confirming that it does not propose to intervene or seek to prevent the implementation of the Scheme; and
- ResApp's entry into option cancellation deeds with each holder of options in ResApp so that those options are cancelled on the business day prior to the record date,

have been satisfied.

The Scheme remains subject to the following conditions precedent:

- approval of the Scheme Resolution by:
 - a majority in number, being more than 50%, of ResApp Shareholders present and voting at the Scheme Meeting (in person or by proxy, corporate representative or attorney); and
 - at least 75% of votes cast at the Scheme Meeting;
- the Supreme Court of New South Wales approving the Scheme at the second court hearing, which is scheduled to be held at 9:15am (AEST) 13 September 2022 (**Second Court Date**);
- the Independent Expert not changing or publicly withdrawing its conclusion that the Scheme is in the best interest of the ResApp Shareholders before 8:00am on the Second Court Date;
- no applicable law, regulation or rule having been enacted by any court or Government Agency preventing, prohibiting or making illegal the implementation of the Scheme as at 8:00am on the Second Court Date;

- no "ResApp Material Adverse Change" or "ResApp Regulated Event" (each as defined in the scheme implementation deed) occurring before 8:00am on the Second Court Date; and
- the representations and warranties made by ResApp and Pfizer Australia in the scheme implementation deed being true and correct in all material respects as at 8:00am on the Second Court Date.

[Slide 8 – Timetable]

If the Scheme is approved today, the key events and the expected timing in relation to the approval and implementation of the Scheme are set out in the timetable shown on the screen now:

Event	Expected Date
Second Court Date	9:15am (AEST) 13 September 2022
Effective Date of the Scheme	14 September 2022
Last day of trading on ASX	14 September 2022
Scheme Record Date	7:00pm (AEST) on 16 September 2022
Implementation Date for the Scheme	23 September 2022

Board recommendation

[Slide 9 – Board recommendation and Independent Expert opinion]

Your directors unanimously recommend that you 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 fair and reasonable and in the best interests of ResApp Shareholders.

Your directors intend to vote all the ResApp shares they control 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 fair and reasonable and in the best interests of ResApp Shareholders.

Conclusion of the Independent Expert

ResApp have commissioned BDO Corporate Finance (WA) Pty Ltd as the independent expert to provide a report to opine whether the scheme is in the best interest of ResApp shareholders.

The Independent Expert has concluded that, in the absence of a Superior Proposal, the scheme is fair and reasonable to, and in the best interests of, ResApp shareholders.

Process following shareholder approval

If the Scheme Resolution is approved by the requisite majorities of shareholders at today's Scheme Meeting, and all other conditions of the Scheme have been satisfied or waived by 8:00am on the Second Court Date, the Supreme Court of New South Wales will be asked to approve the Scheme on the Second Court Date. The Second Court Date is expected to be at 9.15am (AEST) on 13 September 2022.

Formalities of Scheme Meeting

[Slide 10 – Business of the Scheme Meeting]

We now come to the formal business of the Scheme Meeting.

The formal business concerns two resolutions: the Amending Resolution and the Scheme Resolution.

The purpose of the Scheme Meeting is to consider and, if thought fit:

1. agree to the amendments to the Scheme outlined in the First Supplementary Scheme Booklet (the Amending Resolution); and
2. agree to the scheme of arrangement proposed to be made between ResApp and its shareholders as amended by the Amending Resolution (the Scheme Resolution).

[Slide 11 – Resolution 1 – Amending Resolution]

The Amending Resolution is now shown on the screen and is as follows:

That the proposed Scheme Resolution in the Notice of Meeting contained in Schedule 6 to the Scheme Booklet be amended by adding the words highlighted in bold characters as follows:

*“That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between ResApp and the holders of its ordinary shares as contained in and more particularly described in the Scheme Booklet (**as amended by the Supplementary Scheme Booklet dated 5 August 2022**) of which the Notice of Scheme Meeting forms part, is agreed to (with or without alterations or conditions as approved by the Court to which ResApp and Pfizer Australia agree), and ResApp is authorised, subject to the terms of the Scheme Implementation Deed to agree to such alterations or conditions, and subject to approval by the Court, to implement the Scheme with any such alterations or conditions.”*

[Slide 12 – Resolution 2 – Scheme Resolution]

The Scheme Resolution in the Notice of Meeting contained in Schedule 6 of the Scheme Booklet and amended by the Amending Resolution is now shown on the screen and is as follows:

*‘That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between ResApp and the holders of its ordinary shares as contained in and more particularly described in the Scheme Booklet (**as amended by the Supplementary Scheme Booklet dated 5 August 2022**) of which the Notice of Scheme Meeting forms part, is agreed to (with or without alterations or conditions as approved by the Court to which ResApp and Pfizer Australia agree), and ResApp is authorised, subject to the terms of the Scheme Implementation Deed to agree to such alterations or conditions, and subject to approval by the Court, to implement the Scheme with any such alterations or conditions.’*

Question time

[Slide 13 – Questions]

I would now like to open the meeting to questions.

I remind everyone that only shareholders, representatives and attorneys of shareholders and proxyholders have the right to speak and ask questions at the meeting.

I will endeavour to answer your questions straight away or by directing them to the appropriate representative of ResApp at the scheme meeting. However, I do reserve the right to take a question on notice if an immediate answer is not available or if the question is specific and not of interest to shareholders as a whole.

Questions can be submitted at any time. If you wish to ask a question, please raise your hand or if attending virtually you may ask a question by pressing on the Q&A icon. This will open a new screen. At the bottom of

that screen there is a section for you to type your question. Please start your question by typing your name and confirming that you are shareholder, representative or an attorney of one or more shareholders or a proxyholder. This will allow the moderator to identify you as a shareholder. If you would like to ask your question verbally, type your name, confirm that you are shareholder, representative or an attorney of one or more shareholders or a proxyholder and then type "I'd like to speak". Once you have finished typing, please hit enter on your keyboard to send.

Please also note that your questions may be moderated or if we receive multiple questions on one topic, amalgamated together.

In terms of process:

- If there are written comments or questions, I will read them to the meeting.
- If there are any verbal comments or questions, I will invite you to ask your question.
- I will then respond or designate someone to respond to your questions.
- We are grateful for comments and will acknowledge and note them accordingly.

Proxy Votes

[Slide 14 – Resolution 1 – Proxies]

As disclosed in the First Supplementary Scheme Booklet, any directed proxy to vote in favour of the Scheme Resolution (set out in the Notice of Meeting at Schedule 6 of the Original Scheme Booklet) will be considered to authorize the proxy to vote in favour of the Amending Resolution and Scheme Resolution. I will cast all undirected proxies that I hold in my capacity as chair of the meeting in favour of the Amending Resolution and Scheme Resolution.

In summary the position is as follows:

Amending Resolution			
Direct Votes & Proxies Lodged	Number of votes lodged	Percentage by number of shares voted*	Percentage by number of holders of shares voted*
For	401,691,076	80.24	60.27
Against	94,138,182	18.81	34.61
Open (Chairman – For/Open)	4,752,902	0.95	5.25
Abstain	11,901,647	N/A	N/A

* rounded to 2 decimal places

[Slide 15 – Resolution 2 – Proxies]

Scheme Resolution			
Direct Votes & Proxies Lodged	Number of votes lodged	Percentage by number of shares voted*	Percentage by number of holders of shares voted*
For	393,655,308	78.61	57.66
Against	102,729,935	20.51	37.84

Open (Chairman – For/Open)	4,396,197	0.88	4.64
Abstain	11,702,367	N/A	N/A

* rounded to 2 decimal places

If there are no further questions in relation to the Scheme, we will now proceed to voting.

Voting

[Slide 16 – Voting time]

Could you please now submit your vote on the Amending Resolution and Scheme Resolution. For online attendees, please record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution. For physical attendees, when you have finished filling in your voting paper, please lodge it in a ballot box as directed by the Automatic staff. Your vote cannot be counted unless it is lodged.

For those attending the meeting in person, would you please indicate by raising your hand if you require more time to complete your voting paper?

Shortly I will give the instructions for the poll to close. At that point, the vote that you have submitted will be final and can no longer be amended.

In 5 minutes time I will call the close of the poll, at which point the vote that you have submitted will be final and can no longer be amended. In addition, no further votes can be submitted.

[Slide 17 - Poll closed]

I now declare the poll is closed. For those voting online, once your vote has been lodged and final, you will see a screen indicating you have successfully submitted your vote.

Conclusion

That concludes the formal business proceedings of today's meeting.

The results of the Scheme Meeting will be announced on the ASX as soon as they have been counted and verified.

[Slide 18 – Thank you]

The ResApp Board and management team would like to thank you for your participation in today's meeting.

I now draw today's meeting to a close.

Close



Annexure B – Scheme Meeting Presentation Slides



Court Ordered Scheme Meeting of Shareholders

Hybrid Meeting

Wednesday, 7 September 2022

Need technical assistance?

Please dial **1300 816 159** if you are in Australia
or **+61 2 8072 1479** if you are outside of Australia to access the helpline

Agenda

1. Procedural matters
2. Chairman's address
3. Resolutions:
 - Resolution 1 – Amending Resolution
 - Resolution 2 – Scheme Resolution
4. Closing and conclusion of polls



Representatives present today



Tony Keating, PhD
CEO & Managing Director



Brian Leedman
Executive Director,
Corporate Affairs



Roger Aston, PhD
Non-Executive Chairman



Chris Ntoumenopoulos
Non-Executive Director

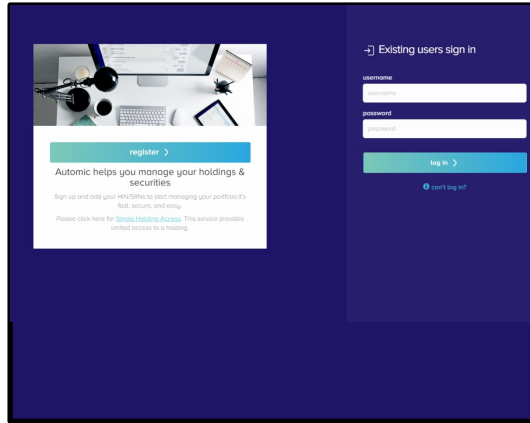


Dr Michael Stein, PhD
Non-Executive Director

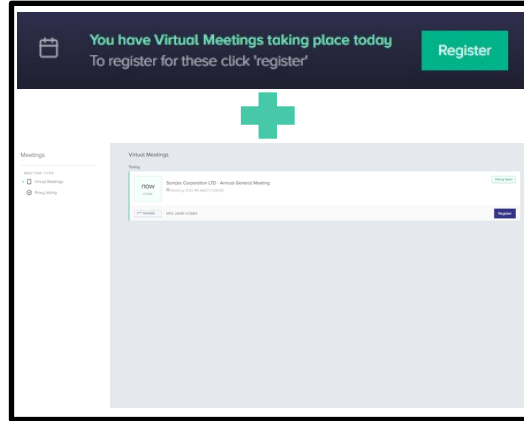
Online attendees

1. Log in or register at:

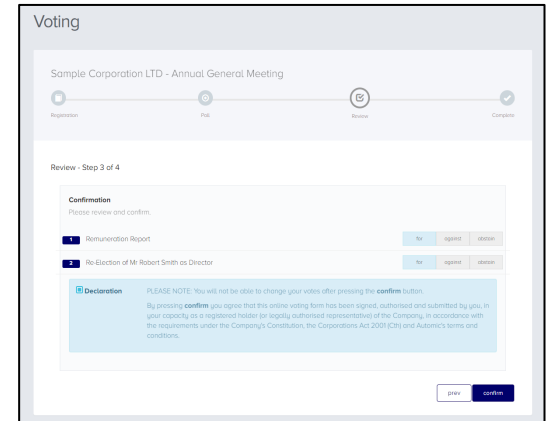
<https://investor.automic.com.au/#/home>



2. Click "register" in the banner at the bottom of your screen, then select "register" for this meeting



3. Record your vote. Once you confirm it is lodged and final

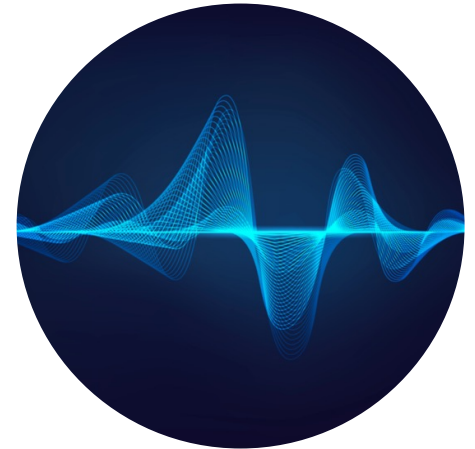


To contact support:

Please Call 1300 816 159 (within Australia) or +61 2 8072 1479 (outside of Australia)

Purpose of today's meeting

The purpose of this meeting is to seek the agreement of shareholders to the proposed **scheme of arrangement** under which, if approved, Pfizer Australia Holdings Pty Limited will acquire all the shares in ResApp for a cash payment of **\$0.208** in cash per share (the **Scheme**).



Status of conditions precedent

- ACCC has confirmed it does not propose to intervene
- All holders of ResApp options have entered into option cancellation deeds

The Scheme **remains** subject to the following conditions precedent:

1. Approval of the Scheme Resolution by ResApp shareholders
2. New South Wales Supreme Court approval of the Scheme
3. The Independent Expert not changing or publicly withdrawing the recommendation as at 8.00am on the Second Court Date
4. No change in law preventing the Scheme from being implemented, a ResApp Material Adverse Change or a ResApp Regulated Event occurring as at 8.00am on the Second Court Date
5. The Representations and Warranties made by ResApp and Pfizer Australia under the scheme implementation deed being true and correct as at 8.00am on the Second Court Date

Your Directors are not currently aware of any circumstances which would prevent any of the outstanding conditions from being satisfied (or waived, if applicable)

Timetable

If the Scheme is approved today, the key events and the expected timing in relation to the approval and implementation of the Scheme are set out in the table below:

Event	Expected Date
Second Court Date	9:15am (AEST) 13 September 2022
Effective Date of the Scheme	14 September 2022
Last day of trading on ASX	14 September 2022
Scheme Record Date	7:00pm (AEST) on 16 September 2022
Implementation Date for the Scheme	23 September 2022

Board recommendation and Independent Expert opinion

Your directors **unanimously recommend** that you vote in favour of the Scheme. Each ResApp Director has voted, or procured the voting of, any ResApp shares held or controlled by them in favour of the Scheme

The Independent Expert has concluded that, in the absence of a Superior Proposal, the scheme is **fair and reasonable** to, and in the **best interests** of, ResApp shareholders.

Business of the Scheme Meeting

- 1. Resolution 1 - Amending Resolution**
- 2. Resolution 2 - Scheme Resolution**

Resolution 1

Amending Resolution

That the proposed Scheme Resolution in the Notice of Meeting contained in Schedule 6 to the Scheme Booklet be amended by adding the words highlighted in bold characters as follows:

*“That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between ResApp and the holders of its ordinary shares as contained in and more particularly described in the Scheme Booklet (**as amended by the Supplementary Scheme Booklet dated 5 August 2022**) of which the Notice of Scheme Meeting forms part, is agreed to (with or without alterations or conditions as approved by the Court to which ResApp and Pfizer Australia agree), and ResApp is authorised, subject to the terms of the Scheme Implementation Deed to agree to such alterations or conditions, and subject to approval by the Court, to implement the Scheme with any such alterations or conditions.”*

Resolution 2

Scheme Resolution

*‘That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between ResApp and the holders of its ordinary shares as contained in and more particularly described in the Scheme Booklet (**as amended by the Supplementary Scheme Booklet dated 5 August 2022**) of which the Notice of Scheme Meeting forms part, is agreed to (with or without alterations or conditions as approved by the Court to which ResApp and Pfizer Australia agree), and ResApp is authorised, subject to the terms of the Scheme Implementation Deed to agree to such alterations or conditions, and subject to approval by the Court, to implement the Scheme with any such alterations or conditions.’*



Questions



Resolution 1

Amending Resolution

Proxies received:

Direction	Number of votes	% by number of shares voted	% by number of holders voted
For	401,691,076	80.24	60.27
Against	94,138,182	18.81	34.61
Proxy's Discretion	4,752,902	0.95	5.25
Abstain	11,901,647	N/A	N/A

Resolution 2

Scheme Resolution

Proxies received:

Direction	Number of votes	% by number of shares voted	% by number of holders voted
For	393,655,308	78.61	57.66
Against	102,729,935	20.51	37.84
Proxy's Discretion	4,396,197	0.88	4.64
Abstain	11,702,367	N/A	N/A

A large, white, wireframe-style graphic of a human figure, primarily showing the head, neck, and shoulder area, set against a blue background. The figure is composed of numerous interconnected white dots and lines, creating a mesh-like structure. The figure is positioned on the left side of the slide, facing right.

Voting time

The Poll has now closed



CEO and Managing Director

Tony Keating
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Executive Director, Corporate Affairs

Brian Leedman
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