

**AUSTRALIA SAMLY HOLDINGS GROUP LIMITED**  
**A.C.N. [164 307 975]**  
**MINUTES of GENERAL MEETING**

DATE: Tuesday, 28 October 2014 at 10.00 a.m. (Shenzhen time)

HELD AT: B412, Shahe Century Square, Huaqiaochen, Nanshan District, Shenzhen, Guangdong, China

PRESENT: Liangchao Chen, Enhua Huang, Ying Yao, Hui Li, Pin Yin, Haiyang Peng, Yaqiong Zhong, Bo Peng, Dangjun Zhang.

Total 8 shareholders present. (Please see Attachment A)

Observers and visitors: 2

Peng Yu: CEO of the Company

Peter Huang: BDO Guangzhou Partnership Auditor

**1. Welcome**

The Chairman, Mr. Liangchao Chen, welcomed all attendees, confirmed that a quorum was present and declared the meetings of the Company open for business.

The Chairman introduced the members of the Board of the Company to the room.

**2. Notice of General Meeting**

The Notice of convening the General Meeting was taken as read.

**3. Proxies**

The Chairman reported that the number of valid Proxy Forms received at the Company totalled to 0.

**4. Questions**

The Chairman noted that no questions had been received on the Notice of the General Meeting and called for any questions or comments from the floor. No questions were raised.

**5 Ordinary Business**

**Item 1: Financial Statements and Reports**

**Noted** that the annual financial report (comprising the financial statements and notes for the year and the directors' declaration about the statements and notes) were drawn up so as to comply with the Accounting Standards and give a true and fair view of the results of the Company for the financial year ended 2014.

The Chairman asked the eligible members and proxy voters to consider approving the Company Annual Financial report.

Number of votes in favour: 8; Number of votes against: 0; number in absence: 0.

On being put to vote by show of hands, total 8 of shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

*“that the annual financial reports be approved”*

## **Item 2: Re-election of Directors**

### **Item 2(a): Re-election of Mr Liangchao Chen as a Director**

The Chairman advised that in accordance with APX listing rule 18.9, Mr Liangchao Chen retires by rotation and, being eligible, offers himself for re-election.

The Chairman asked the eligible members and proxy voters to consider the re-election of Mr Liangchao Chen as a Director.

Number of votes in favour: 8; Number of votes against: 0; number in absence: 0.

On being put to vote by show of hands, total 8 of shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

*“That Mr Liangchao Chen, a Director who retires by rotation in accordance with APX listing rule 18.9 and, being eligible, is re-elected as a Director of the Company.”*

### **Item 2(b): Re-election of Ms Zhimin Xiong as a Director**

The Chairman advised that in accordance with APX listing rule 18.9, Ms Zhimin Xiong retires by rotation and, being eligible, offers herself for re-election.

The Chairman asked the eligible members and proxy voters to consider the re-election of Ms Zhimin Xiong as a Director.

Number of votes in favour: 8; Number of votes against: 0; number in absence: 0.

On being put to vote by show of hands, total 8 of shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

*“That Ms Zhimin Xiong, a Director who retires by rotation in accordance with APX listing rule 18.9 and, being eligible, is re-elected as a Director of the Company.”*

### **Item 2(c): Re-election of Mr Enhua Huang as a Director**

The Chairman advised that in accordance with APX listing rule 18.9, Mr Enhua Huang retires by rotation and, being eligible, offers himself for re-election.

The Chairman asked the eligible members and proxy voters to consider the re-election of Mr Enhua Huang as a Director.

Number of votes in favour: 8; Number of votes against: 0; number in absence: 0.

On being put to vote by show of hands, total 8 of shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

*“That Mr Enhua Huang, a Director who retires by rotation in accordance with APX listing rule 18.9 and, being eligible, is re-elected as a Director of the Company”*

**Item 2(d): Re-election of Mr Colin Guang Zheng as a Director**

The Chairman advised that in accordance with APX listing rule 18.9, Mr Colin Guang Zheng retires by rotation and, being eligible, offers himself for re-election.

The Chairman asked the eligible members and proxy voters to consider the re-election of Mr Colin Guang Zheng as a Director.

Number of votes in favour: 8; Number of votes against: 0; number in absence: 0.

On being put to vote by show of hands, total 8 of shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

*“That Mr Colin Guang Zheng, a Director who retires by rotation in accordance with APX listing rule 18.9 and, being eligible, is re-elected as a Director of the Company.”*

**Item 3: Adoption of the Remuneration Report**

The Remuneration Report is presented within the Directors' Report of the Company's 30 June 2014 Annual Report. Shareholders are asked to vote on a resolution to adopt the Remuneration Report. The vote on the resolution will be advisory only and will not bind the Directors or the Company.

Number of votes in favour: 8; Number of votes against: 0; number in absence: 0.

On being put to vote by show of hands, total 8 of shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

*“That to adopt the Remuneration Report for the year ended 30 June 2014, as set out in the Directors' Report section of the Annual Report”*

**Special Business**

**Item 4: Amendment of the Constitution**

**Noted** that in accordance with section 136(2) of the Corporations Act 2001 (Cth) and the Company's constitution, the constitution of the Company be amended to fully reflect the wording set out in APX Listing Rule 4.22, which clarifies the method of resolution in the event of a conflict between any article of the Constitution and the APX Listing Rules. Proposed amendments are attached to the notice of meeting as the **Appendix B: Constitution incorporating proposed amendments**.

The Chairman asked the eligible members and proxy voters to consider amendment of the constitution as a special resolution.

Number of votes in favour: 8; Number of votes against: 0; number in absence: 0.

On being put to vote by show of hands, total 8 of shareholders attending in favour of the resolution, it was **resolved as a special resolution**:

*'that the Constitution of the Company be altered by :*

*Replacing articles 1.9-1.11 with:*

*"1.9 - This constitution contains references to the Asia Pacific Stock Exchange Limited [ABN 19 080 399 220] ('APX') which is an Australian securities exchange with a market licence granted by the Australian Securities & Investments Commission (ASIC).*

*1.10 - The terms of this constitution, in addition to compliance with the terms of the Act except where varied by a replaced rule, shall also comply with the "APX Listing Rules" ('APX Listing Rules') and the "APX Listing Rules Procedures" ('APX Listing Rules Procedures') published by the APX under such names and as may be amended by APX from time to time.*

*1.11 - The following rules apply if the company is granted admission to the official list of APX:*

- (a) if the APX Listing Rules require an act being done, no rule in this constitution prevents that act from being done;*
- (b) if the APX Listing Rules requires an act to be or not to be done, this constitution permits that act to be done or not to be done (as the case may be);*
- (c) notwithstanding anything contained in this constitution, whee the APX Listing Rules prohibit an act being done, the act must not be done;*
- (d) this constitution is deemed to contain any rule that the APX Listing Rules require the constitution to contain;*
- (e) this constitution is deemed not to contain any rule that the APX Listing Rules require the constitution not to contain; and*
- (f) this constitution is deemed not to contain a rule to the extent that it is inconsistent with any of the APX Listing Rules."*

## **Item 5: Other Business**

There being no further business at the meeting.

## **6 Close of Meeting**

The Chairman thanked the members and guests for their attendance at the meeting and declared the meeting closed at 12:00 pm (noon) (Shenzhen time).

Signed as a true and accurate record of proceedings on 28 October 2014.



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Liangchao Chen  
Chairman

**Attachment A – Attending Shareholders Statistics**

Shareholder's name	Shares	Title
Enhua Huang	5,000.00	Executive director and CFO
Samly(International) Biotechnology limited and Vita-Tech (International) Biotechnology Limited (represent by its Director Liangchao Chen, who holds 100% of the Company shares)	21,300,000.00	Executive director and President
Full Care (International) Investment Co.,Limited (represent by its Director Hui Li, who holds 100% of the Company shares)	3,600,000.00	E-commerce controller
Ruxin (International) Investment Co.,Limited (represent by its Director Pin Yin, who holds 100% of the Company shares)	4,500,000.00	Company Secretary
Haiyang Peng	70,000.00	N/A
Yaqiong Zhong	55,000.00	N/A
Bo Peng	30,000.00	N/A
Dangjun Zhang	5,000.00	Factory manager
Total number of shares held by the shareholders who attended the meeting	29,565,000.00	
Total number of shares in the company on issue	34,636,500.00	
Percentage of total shares in the company	85.36%	