

**AUSTRALIA SAMLY HOLDINGS GROUP LIMITED**  
**(ACN 164 307 975)**

**Notice of Annual General Meeting and  
Explanatory Statement**

**Time of meeting: 10 a.m. (Shenzhen Time)**

**Date of meeting: Monday, 30 November 2015**

**Venue: B412, Shahe Century Square, Huaqiaochen, Nanshan District,  
Shenzhen, Guandong, China**

**Important Information**

This is an important document. Please read the information in Meeting Minutes and Explanatory Statement very carefully. It is important that you either attend the meeting or complete and lodge the enclosed proxy form.

The information provided in this Booklet is not financial product advice. This Booklet contains general information only. The Booklet does not take into account the investment objectives, financial situation and particular needs of individual investors. Accordingly, nothing in this Booklet should be construed as an investment recommendation by Australia Samly holdings Group Limited, or any associates of Australia Samly holdings Group Limited, or any other person concerning an investment in Australia Samly holdings Group Limited.

It is important that you read the entire Booklet before making any decision about how to vote. If you are in doubt about what to do in relation to the resolutions, you should consult your financial or other professional advisor.

## 1. Notice of Annual General Meeting

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Notice is hereby given that Annual General Meeting (*Meeting*) of the shareholders of **AUSTRALIA SAMLY HOLDINGS GROUP LIMITED** (ACN 164 307 975) (*Company*) will be held at 10 a.m. (Shenzhen Time) on 30 November 2015 at **B412, Shahe Century Square, Huaqiaochen, Nanshan District, Shenzhen, Guandong, China**, for the purpose of transacting the following business:

### Ordinary Business

#### Item 1: Financial Statements and Report

To receive and consider the Annual Financial Report and the Reports of the Directors and Auditor for the financial year ended 30 June 2015.

#### Item 2: Election of Directors

(b) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*'That Ms. Ying Yao having been appointed as a director since the last Annual General Meeting, and who retired in accordance with APX listing rule 18.9 and, being eligible, offers herself for an election'*

(c) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*'That Ms. Yin Pin having been appointed as a director since the last Annual General Meeting, and who retired in accordance with APX listing rule 18.9 and, being eligible, offers herself for an election.'*

#### Item 3: Adoption of the Remuneration Report for the Year Ended 30 June 2015

To adopt the Remuneration Report for the year ended 30 June 2015, as set out in the Directors' Report section of the Annual Report. (Note – the vote on this resolution is advisory only and does not bind the Directors or the Company.)

### Special Business

#### Item 4: Allotment of New Shares

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

*"That the Company resolves to approve the allotment of new shares by the Company's wholly owned subsidiary, Shenzhen Vitality Bio-health Technology Co., Ltd, which is held through Samly (Int'l) Bio-tech Co., Ltd and Orient Samly Trading (Shenzhen) Co., Ltd, to the extent that new shareholders will hold 20% of the shares in Shenzhen Vitality Bio-health Technology Co., Ltd."*

## **2. Explanatory Statement**

This Explanatory Statement contains an explanation of, and information about, the Resolution. This Explanatory Statement (together with the Annexures) forms part of the Notice of Meeting and should be read with the Notice of Meeting.

### **Item 1: Financial Statements and Report**

The Annual Financial Report and the reports of the Directors and the Auditor for the financial year ended 30 June 2015 will be presented for consideration. The Annual Report will be available on the Company's corporate website and will be mailed to shareholders who have elected to receive a hard copy.

### **Item 2: Election of Directors**

In accordance with APX listing rule 18.9

(a) Ms Ying Yao having been appointed as a director since the last Annual General Meeting, and who retired in accordance with APX listing rule 18.9 and, being eligible, offers herself for an election.

(b) Ms Yin Pin having been appointed as a director since the last Annual General Meeting, and who retired in accordance with APX listing rule 18.9 and, being eligible, offers herself for an election.

Personal particulars for Ms. Yao and Ms. Yin are set out below.

#### **Item 2 (a): Ms Ying Yao**

Ying Yao is currently the Group's Procurement Controller and has been working for the Group's Shenzhen business, Shenzhen Vitality Bio-health Technology Co., Ltd (Shenzhen Samly) since 2008.

Ms Yao holds a Master of Administration (EMBA) from the Beijing University. Ms Yao has more than 10 years of experience in the healthcare industry and have held positions in accounting, administration, management and procurement departments in the Group's businesses.

Ms Yao is the wife of the Group's founder, Chairman and Executive Director, Liangchao Chen, and has assisted Mr Chen with the growth of the business over the number of years since Mr Chen cofounded Shenzhen Samly. Ms Yao has extensive knowledge and experience in the Group's operations.

#### **Item 2 (b): Ms Pin Yin**

Pin Yin has been appointed as the Group's Company Secretary since 15 November 2013. Prior to that date, Pin Yin has worked as the Company Secretary of the Group's Shenzhen businesses since June 2012.

Ms Yin holds a bachelor of law degree. Ms Yin has been engaged in the healthcare business industry for 7 years and has rich management and business experience.

Ms Yin has extensive knowledge of the business and acts as an important communicator between the different departments in the Group's businesses and the Group's stakeholders.

### ***Board recommendation***

The Board (other than Ms. Yao, Ms. Yin), in relation to their own election or re-election (as applicable)) recommends that you vote in favour of these resolutions.

### **Item 3: Adoption of Remuneration Report for the Year Ended 30 June 2015**

The Remuneration Report is presented within the Directors' Report of the Company's Annual Report for the year ended 30 June 2015.

Shareholders will be asked to vote on a resolution to adopt the Remuneration Report at the General Meeting. The vote on the resolution will be advisory only and will not bind the Directors or the Company. However, under the Corporations Act, if 25 per cent or more of the votes cast on the resolution at the GM are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the GM, the Company's Remuneration Report for the year ended 30 June 2015 (2015 Remuneration Report) will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this, and
- if, at next year's GM, at least 25 per cent of the votes cast on the resolution for adoption of the 2015 Remuneration Report are against it, the Company will be required to put to shareholders a resolution proposing that an extraordinary general meeting (EGM) be called to consider the election of Directors (spill resolution). If a spill resolution is passed (i.e., more than 50 per cent of the votes cast are in favour of it), all of the Directors (other than the Managing Director & CEO) who were Directors when the resolution for adoption of the 2015 Remuneration Report was voted on will cease to hold office at the subsequent EGM and may present themselves for re-election at that EGM.

The Board will take the outcome of the vote on resolution 3 into consideration when reviewing the remuneration policy for Directors and executives in the future.

A reasonable opportunity will be provided for shareholders to ask questions about or to make comments on the Remuneration Report at the GM.

### ***Board recommendation***

The Board recommends that shareholders vote in favour of this resolution.

### ***Voting exclusion statement***

Item 3: Adoption of Remuneration Report for the Year Ended 30 June 2015.

In accordance with the Corporations Act, no vote may be cast (in any capacity) on this resolution by or on behalf of:

- any member of the Key Management Personnel (KMP) details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2015, or
- a Closely Related Party of any such member of the KMP.

However, a KMP or a KMP's Closely Related Party may vote on this resolution as proxy if the vote is not cast on behalf of a KMP or a KMP's Closely Related Party and:

- the appointment of the proxy is in writing and specifies the way the proxy is to vote on this resolution; or
- the proxy is the Chairman of the GM and the appointment of the Chairman of the GM as proxy:

- does not specify the way the proxy is to vote on this resolution; and
- expressly authorises the Chairman of the GM to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP.

If you appoint the Chairman of the GM as your proxy and you do not direct your proxy how to vote on this resolution, you will be expressly authorising the Chairman of the GM to exercise your proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the GM.

#### **Item 4: Allotment of New Shares**

The Company's wholly owned subsidiary, Shenzhen Vitality Bio-health Technology Co., Ltd, which is held through Samly (Int'l) Bio-tech Co., Ltd and Orient Samly Trading (Shenzhen) Co., Ltd, is seeking to issue new shares to new shareholders to the extent that new shareholders will hold 20% of the shares in Shenzhen Vitality Bio-health Technology Co., Ltd. New shareholder identities are yet to be determined. The consideration offered by the new shareholders for the new shares will not be lower than the current market price.

The Company notes that Shenzhen Vitality Bio-health Technology Co., Ltd plans to list on the National Equities Exchange and Quotations in China after the issuance of new shares.

The direct holder of Shenzhen Vitality Bio-health Technology Co., Ltd, Shenzhen Vitality Bio-health Technology Co., Ltd will enter into a repurchase arrangement within 1 month of the new share issuance, whereby the repurchase price will be the principal investment amount plus 8.5% annual yield.

#### ***Board recommendation***

The Board recommends that shareholders vote in favour of this resolution.

### **3. Voting Instructions**

#### **A How to vote**

You may vote in one of two ways:

- attending the meeting and voting in person (if a corporate shareholder, by representative); or
- voting by proxy (see below on how to vote by proxy).

#### **B Corporations**

To vote at the Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Alternatively, a corporation may appoint a proxy.

#### **C Voting in person**

To vote in person, attend the meeting on the date and at the time and place set out above.

#### **D Voting by proxy**

To vote by proxy, please complete and sign the proxy form attached to this Notice of Annual General Meeting as **Annexure A** as soon as possible and either:

- post the proxy form to the Company's office at AMP Centre, Level 27, 50 Bridge Street, Sydney NSW 2000 AUSTRALIA.
- by facsimile to facsimile number +61 2 9225 1595

Pursuant to section 250B(5) of the Act, the directors of the Company have determined that, for the purposes of voting at the General Meeting, the Company may accept proxy forms until 4 pm on 27 November 2015. Any proxy forms received after this time will not be accepted by the Company for the purposes of voting at the General Meeting.

A member who is entitled to attend and vote at the General Meeting may appoint a person, who need not be a member of the Company, as the member's proxy to attend and vote on behalf of the member.

A member who is entitled to cast 2 or more votes may appoint 2 or more proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment is signed by an attorney, the power of attorney or certified copy of it must be sent with the proxy form.

### **5 Eligibility to vote**

In accordance with applicable law, the directors have made a determination that all shares of the Company are taken, for the purposes of determining the right of members to attend and vote at the General Meeting, to be held by persons who held them at 5:00 p.m. on the day which is 2 days before the Meeting. If you are not the registered holder of a relevant share in the Company at that time you will not be entitled to vote in respect of that share.

## 6 Voting procedure

Every question arising at this Annual General Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's current constitution. On a show of hands, every shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney will have one vote for each share held by that person.

### Annexure A: Proxy Form

#### Meeting

<b>Place</b>	<b>B412, Shahe Century Square, Huaqiaochen, Nanshan District, Shenzhen, Guangdong, China</b>
<b>Date</b>	Monday, 30 November 2015
<b>Time</b>	10 a.m. (Shenzhen time)

We, .....(Name of Shareholder) of

.....  
(Address of Shareholder), being a Shareholder of **AUSTRALIA SAMLY HOLDINGS GROUP LIMITED (ACN 164 307 975) (Company)**, hereby appoint:

☐ the Chair of the Meeting; or

☐ the following person:

.....(Name of proxy) of .....

.....(Address of proxy),

or, failing that person or if no person is named, the Chair of the Meeting, as our proxy to vote on my/our behalf at the meeting of the Shareholders of the Company to be held at the time, date and place indicated above and at any adjournment of that meeting.

**Please indicate how you direct your proxy to vote.** If you wish to direct your proxy how to vote, please mark the appropriate box below. If you do not direct your proxy on any item, your proxy may vote as he or she thinks fit.

The proxy is directed to vote in the following manner:

	For	Against	Abstain
<b>Resolution – Item 1: Approval of Financial Statements and Reports</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution – Item 2(a): Election of Ms Ying Yao as a Director</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution – Item 2(b): Election of Ms Pin Yin as a Director</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

**Resolution – Item 4: Allotment of New Shares**


**Signed:**

.....  
(Signature of member)

.....  
(Name of member appointing the proxy)