



OceanEthix International Holdings Limited

A.B.N 91 161 170 707

Notice of Annual General Meeting

**For the 2nd Annual General Meeting of the Company
to be held at 11am (Hong Kong Time) on Wednesday
26th November 2014 at Room 1102, Kowloon Building,
555 Nathan Road, Kowloon, Hong Kong**

The annual report is available online visit www.nsga.com.au

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the company.

Notice is given that the Annual General Meeting of members of OceanEthix International Holdings Limited will be held at

- 11 am HKT
- At Room 1102, Kowloon Building, 555 Nathan Road, Kowloon
- Hong Kong
- Wednesday 26th November 2014

ITEMS of BUSINESS

1/ CHAIRMAN'S ADDRESS

Dr Chuly Lee

2/ VACATION OF OFFICE BY DIRECTORS OF COMPANY

In accordance with Clause 20.2 of the Company's Constitution and Section 201H(3), John Zhong, Chuly Lee and John Dick retire from office.

3/RESOLUTIONS

(1) RE-ELECTION of RETIRING DIRECTOR

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

In accordance with Clause 20.3 of the Company's Constitution, that John Zhong being eligible and who offers himself for re-election, is re-elected as a Director of the Company

(2) RE-ELECTION of RETIRING DIRECTOR

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

In accordance with Clause 20.3 of the Company's Constitution, that Chuly Lee being eligible and who offers herself for re-election, is re-elected as a Director of the Company.

(3) RE-ELECTION of DIRECTOR

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

In accordance with Section 201H(3) of the Corporations Act (which provides that a director elected by the directors must be re-elected by the members at the next AGM of the company failing which that director will cease to be a director of the company) that John Dick being eligible and who offers himself for re-election, is re-elected as a Director of the Company

(4) FINANCIAL REPORT, DIRECTORS' AND AUDIT REPORTS

To receive and consider for approval the Financial Report of the Company together with the report of the Directors and Auditors for the year ended 30th June 2013.

(5) REMUNERATION REPORT:

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

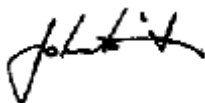
That the remuneration report as set out on page 15 of the Annual Report for the financial year 2013-2014 be adopted.

4/ DIRECTORS' RECOMMENDATION

Your Directors unanimously recommend the approval of the Resolutions and encourage Shareholders to vote IN FAVOUR of the Resolutions.

Dated at Melbourne this 28th October 2014

By order of the Board



John Dick

Director and Company Secretary

PROXY APPOINTMENT FORM
OCEANETHIX INTERNATIONAL HOLDINGS LTD
A.B.N 91 161 170 707

This document must be lodged with the company Secretary not later than 11am HKT or 2pm AEDT 24 November 2014.

Name and address of member or joint members

Appointment of proxy

I/We, being a member/s of OceanEthix International Holdings Limited and entitled to attend and vote, appoint

or if that person fails to attend or, if no person is named, the Chairman of the meeting to attend, act generally and vote as directed below, or, if no directions are given, as the proxy or the Chairman sees fit, at the general meeting of the Company to be held on 26 NOVEMBER 2014 and at any adjournment.

Voting directions to your proxy – please mark the box ☐ with a tick ✓ to indicate your directions.

RESOLUTION	FOR	AGAINST	ABSTAIN *
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item of business, you are directing your proxy not to vote on that item on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.

Signatures.

Individual member, solely authorised joint individual member, attorney or solely authorised company member

Member, Attorney or Joint Member , eg Trustees

Sole director or company secretary

Contact name

Contact daytime telephone

Date

INSTRUCTIONS FOR COMPLETION OF PROXY APPOINTMENT FORM

It must be lodged with Registered office not later than 11am HKT or 2pm AEDT 24 November 2014.

Your name and address

This is your name and address as it appears on the register of members of the Company. If this information is incorrect, please make the correction on the Proxy Appointment Form. Members sponsored by a broker should advise their broker of any changes. **Please note that you cannot change ownership of your shares using this Proxy Appointment Form.**

Appointment of proxy

If you are entitled to vote at the meeting you have a right to appoint a proxy and should use this Proxy Appointment Form. The proxy need not be a member of the Company and can be an individual or a body corporate.

If you wish to appoint someone other than the Chairman of the meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you leave the box blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and vote on your behalf.

Your proxy's authority to speak and vote for you at the meeting is suspended if you are present at the meeting.

Voting directions to your proxy

You may direct your proxy how to vote by marking **X** in one of the three boxes opposite each item of business. All your votes will be cast in accordance with your direction, unless you indicate only a portion of votes are to be cast on any item by inserting the percentage of your voting rights applicable to the proxy appointed by this Proxy Appointment Form in the appropriate box. If you do not mark any of the boxes relating to the items of business, your proxy will vote as he or she chooses. If you mark more than one box relating to the same item of business any vote by your proxy on that item will be invalid.

Signing instructions

This Proxy Appointment Form must be signed and dated by the member or the member's attorney. Any joint member may sign.

If this form is signed by an attorney and you have not previously lodged the power of attorney with the Company for notation, please attach a certified copy of the power of attorney to this form when you return it.

If the member is a company that has a sole director or a sole director who is also the sole company secretary, this form must be signed by that person. Otherwise, this form must be signed by two directors or one director and a company secretary. Please indicate the office held by signing in the appropriate place.

A member who is entitled to cast 2 or more votes may appoint 2 proxies and must specify the proportion or number of votes that each proxy is appointed to exercise.

Lodgement of Proxy Appointment Form

Proxy Appointment Forms and proxy appointment authorities, for example, the original or a certified copy of the power of attorney (if the Proxy Appointment Form is signed by an attorney) must be received:

not later than 2.00 pm on Monday 24 November 2014, and sent to:

OceanEthix International Holdings Limited
Level 1, 1A Sydenham Road, Brookvale, NSW2100.
Or by email to johnad07@yahoo.com.au

Documents received after that time will not be valid for the scheduled meeting.

Privacy

Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the Privacy Amendment (Private Sector) Act 2000 (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected.