

**ALLWELLNESS HOLDINGS GROUP LTD**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of ALLWELLNESS HOLDINGS GROUP LTD will be held at the Boardroom, Validus Corporate Advisors Pty Ltd, Level 17,115 Pitt Street Sydney, NSW, 2000 on 22 November 2017 at 3.00pm to consider and if thought fit pass the resolutions set out below:

**ORDINARY:**

1. ADOPTION OF ANNUAL FINANCIAL ACCOUNTS
2. ADOPTION OF REMUNERATION REPORT

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2016”.*

**Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Exclusion:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- 1) A member of the Key Management Personnel: or
- 2) A Closely Related Party of such a member.
- 3) However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either;

- a) The voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution, or
- b) The voter is the Chair and the appointment of the Chair as proxy;
  - i. Does not specify the way the proxy is to vote on this Resolution; and
  - ii. Expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

### 3. ELECTION OF DIRECTOR

*That Yong Zhang retires in accordance with Article 18.5 of the Company's Articles of Association, and being eligible who offers himself for election be elected a director.*

### 4. ELECTION OF DIRECTOR

*That Yilong Shan who was appoint during the year retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers himself for election be elected a director.*

### 5. ELECTION OF DIRECTOR

That Chen Wang who was appointed during the year retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers himself for election be elected a director.

DATED 19 October 2017

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'ADB', is positioned above a horizontal line.

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ANDREW DAVID BRISTOW

SECRETARY

## **INFORMATION FOR SHAREHOLDERS**

### **EXPLANATORY STATEMENT**

The accompanying Explanatory Statement forms part of this **Notice of Meeting** and should be read in conjunction with it. The definitions section of the Explanatory Statement contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

### **REQUIRED MAJORITIES**

Resolutions 1 to 4 are ordinary resolutions. An ordinary resolution requires a simple majority of the votes cast by Shareholders present (in person, by proxy or representative) and entitled to vote on the resolution.

### **ENTITLEMENT TO VOTE**

The Directors have determined that, for the purpose of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at **5.00pm (AEDT) on 19 November 2017**.

### **HOW TO VOTE**

You may vote by attending the Meeting in person or by proxy, attorney or authorised representative.

### **VOTING IN PERSON**

To vote in person, attend the Meeting on the date at the time and place set out in the Notice of Meeting.

### **APPOINTMENT OF PROXIES**

A Shareholder who is entitled to attend and vote is entitled to appoint a proxy to attend and vote at the Meeting. A Shareholder entitled to cast two or more votes may appoint one or two proxies and may specify the proportion of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy may be, but need not be, a Shareholder and can be an individual or body corporate.

### **Your proxy form is enclosed.**

A body corporate appointed as a proxy may appoint an individual as its representative to exercise any of the powers of the body corporate can exercise as a proxy at the Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

### **VOTING BY PROXY**

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either;

- a) Send the proxy form by fax to the Company's share registry on fax number + 61 2 9290 9655;
- b) Deliver the proxy form to the Company's share registry, Boardroom Pty Limited, Level 12, 226 George St, Sydney NSW 2000 Australia; or
- c) Post the proxy form to the Company's share registry, Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia.

so that it is received **no later than 3pm on 20 November 2017**, being not less than 48 hours

prior to the commencement of the Meeting. Proxy forms received later than this time will be invalid.

When the proxy form is executed under the power of attorney, the power of attorney must be lodged in the same way as the proxy form

### **BODIES CORPORATE**

A body corporate may appoint an individual as its representative to exercise any of the powers of the body corporate that it may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body corporate could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

### **ENQUIRIES**

Shareholders are invited to contact the Company Secretary, Mr Andrew Bristow on +61 2 9629 6188 if they have any queries in respect of the matters set out in this Notice of Meeting or the Explanatory Statement.

## **EXPLANATORY STATEMENT**

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### **INTRODUCTION**

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting. This Explanatory Statement should be read in full and in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in Definitions sections of this Explanatory Statement. You should consult with your professional advisers if you have any questions in relation to how to vote on the Resolutions. There are resolutions to be put in the meeting. Voting exclusions are imposed by the Listing Rules and the Corporations Act in relation to certain of the Resolutions as detailed in the accompanying Notice of Meeting.

### **FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT**

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2017. No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

### **RESOLUTION 1 – REMUNERATION REPORT**

#### **General**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders, however, such a resolution is advisory only and does not bind the Directors or the Company. The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the Annual Report of the Company for the financial year ending 30 June 2017. A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

#### **Proxy Restrictions**

Please note that:

- a Shareholder entitled to attend and vote at the Annual General Meetings is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a

certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General meeting when registering as a corporate representative.

Members of the Key Management Personnel will not be able to vote as proxy on Resolution 1 unless the Shareholder directs them how to vote or, in the case of the Chair, unless the Shareholder expressly authorises him to do so. If a Shareholder intends to appoint a member of the Key Management personnel (other than the Chair) as their proxy, the Shareholder should ensure that they direct the member of Key Management Personnel how to vote on Resolution 1. If a Shareholder intends to appoint the Chair as their proxy for Resolution 1, Shareholders can direct the Chair how to vote by marking one of the boxes for resolution 1 (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If the Shareholder does not direct the Chair how to vote, then by submitting the proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolution 1 even though it is connected to the remuneration of members of the Key Management Personnel.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- Deliver the proxy form to the Company's share registry, Boardroom Pty Ltd, Level 12, 276 George Street, Sydney NSW 2000 Australia.
- Post to Boardroom Pty Limited, GPO Box 3993 Sydney NSW 2001 Australia.
- Facsimile to the Company on fax number + 612 9290 9655

so that it is received by no later than 3.00pm (AEDT) on 20 November 2017. Proxy Forms received later than this time will be invalid.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 1.

## **RESOLUTION 2 – RE-ELECTION MR YONG ZHANG**

Mr Yong Zhang retires by rotation in accordance with Article 18.5 of the Company's constitution. For more information please refer to the Directors Report in the Annual Report.

In accordance with Article 18.5 of the Company's Constitution Mr Yong Zhang is eligible for re-election.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 2.

## **RESOLUTION 3 – ELECTION OF DIRECTOR – MR Y.LONG SHAN**

In accordance with Article 18.4 of the Company's Constitution Mr. Yi Long Shan was appointed as Company Director on 1 March 2017 as an addition to the existing directors. For more information, please refer to the Directors' Report in the Annual Report 2017.

In accordance with Article 18.4 of the Company's Constitution Mr Y. Long Shan is required to retire at the Annual General Meeting and is eligible for re – election.

The Board of Directors unanimously recommends that Shareholders vote to in favour of

Resolution 3.

**RESOLUTION 3 – ELECTION OF DIRECTOR – MR CHEN WANG**

In accordance with clause 18.4 of the Company's Constitution Mr Chen Wang was appointed as Company Director on 6 March 2017 to fill the casual vacancy. For more information, please refer to the Director's Report in the Annual Report 2017.

In accordance with Article 18.4 of the Company's Constitution Mr Chen Wang is required to retire at the Annual General Meeting and is eligible for re-election.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 4.