

**SHKL GROUP LIMITED**  
**(Incorporated in the British Virgin Islands)**  
BVI Co. No. 1847231 | ARBN 603 010 868

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**NOTICE OF ANNUAL GENERAL MEETING**

*The Explanatory Notes that accompanies this Notice forms part of this Notice*

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**NOTICE IS HEREBY GIVEN** that the first Annual General Meeting of SHKL Group Limited (NSX:SKV) (the "Company") will be held at the following date, time and place:

Date: 29 August 2016 (Monday)  
Time: 4:30 PM  
Place: No. 1 Wuyi Road 321 Lane (Nong)  
Shanghai  
China

to transact the following business:

**ORDINARY BUSINESS**

To consider, and if thought fit, to pass with or without amendment the following as an ordinary resolutions:

1. To receive and adopt the audited financial statements of the Company and its controlled entities for the financial year from 29 October 2014 (date of incorporation) to 31 March 2016 together with the reports of the directors and auditor thereon.
2. To re-elect Zhang Yeping who being appointed under Article 19.5 of the Articles of Association of the Company holds office only until this AGM, and being eligible, has offered himself for re-election.
3. To re-elect Shen Weiguo who being appointed under Article 19.5 of the Articles of Association of the Company holds office only until this AGM, and being eligible, has offered himself for re-election.
4. To re-elect Zhou Xinghang who being appointed under Article 19.5 of the Articles of Association of the Company holds office only until this AGM, and being eligible, has offered himself for re-election.
5. To re-elect Wu Jiping who being appointed under Article 19.5 of the Articles of Association of the Company holds office only until this AGM, and being eligible, has offered himself for re-election.
6. To approve the payment of directors' fees of A\$30,000 for the financial year ended 31 March 2016.
7. To re-appoint J.K. Tan & Co. as auditors of the Company, and to authorise directors of the Company to fix their remuneration.

## **OTHER BUSINESS**

To deal with any other business that may legally be brought forward in accordance with the Company's Constitution.

## **EXPLANATORY NOTES**

Explanatory notes for the proposed resolutions appear on the following pages.

**By Order of the Board**

A handwritten signature in black ink, appearing to read 'Chua Kee Leng', with a large, stylized circular flourish at the end.

Chua Kee Leng  
Secretary to the Board  
25 July 2016

## **VOTING EXCLUSION**

The Company will disregard any votes cast:

1. on Resolution 2, by Mr Zhang Yeping and his associates;
2. on Resolution 3, by Mr Shen Weiguo and his associates;
3. on Resolution 4, by Zhou Xinghang and his associates;
4. on Resolution 5, by Mr Wu Jiping and his associates; and
5. on Resolution 6, by the Chairman, any director of the Company and their associates.

However, the Company will not disregard a vote if it is cast by an above-mentioned person:

- (a) who votes in accordance with the directions on the proxy form, or
- (b) if it is cast by that person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **EXPLANATORY NOTES**

### **1. Resolution 1**

The audited financial statements of the Company and its subsidiaries for the financial year from 29 October 2014 (date of incorporation) to 31 March 2016 together with the reports of directors and auditor thereon are set out in the Annual Report which will be dispatched separately in electronic form to you at least fourteen days prior to the annual general meeting. The Annual Report will also be available for download from the company announcements platform of the National Stock Exchange of Australia. If you have not received the Annual Report or wish to obtain additional copies thereof, you may do so in one or more of the following manners:

- (a) by requesting for an electronic copy thereof to be e-mailed to you by sending your request by e-mail to [ar.skv@biztrackconsultants.com](mailto:ar.skv@biztrackconsultants.com); or
- (b) by requesting for a printed copy thereof to be posted to you by ordinary mail by sending your request:
  - (i) by e-mail to [ar.skv@biztrackconsultants.com](mailto:ar.skv@biztrackconsultants.com); or
  - (ii) by telephone to +61 2 82807100.

2. Resolutions 2 to 5

Article 19.5 of the Company's Articles of Association provides that a director who is appointed by directors of the Company, either to fill a casual vacancy or as an addition to the existing directors, hold office only until the next following annual general meeting and shall be eligible for re-election.

Messrs Zhang Yeping, Shen Weiguo, Zhou Xinghang and Wu Jiping were appointed as directors of the Company under Article 19.5 of the Company's Article of Association on 24 November 2014. Therefore, each of Messrs Zhang Yeping, Shen Weiguo, Zhou Xinghang and Wu Jiping must be re-appointed by an ordinary resolution at the next annual general meeting. Each of Messrs Zhang Yeping, Shen Weiguo, Zhou Xinghang and Wu Jiping, being eligible for re-election, offer himself for re-election at this annual general meeting. The qualifications and business experiences of Messrs Zhang Yeping, Shen Weiguo, Zhou Xinghang and Wu Jiping are set out in the Annual Report.

Messrs Zhu Min, Qiao Xinmin and Zhang Sunyan whose appointments lapse on commencement of the first annual general meeting has elected not to offer themselves for re-election.

3. Resolution 6

Article 21.1(a) of the Company's Articles of Association provides that subject to, amongst others, the Listing Rules, directors will be paid remuneration for services rendered as directors as the Company in general meeting may from time to time determine, which may be divided among directors in any proportions and in any manner as they may from time to time determine.

4. Resolution 5

J. K. Tan & Co. was appointed auditors of the Company by directors. Article 36.1(b) of the Company's Articles of Association requires that auditors appointed by directors hold office only until the conclusion of the first annual general meeting. Article 36.1(c) of the Company's Articles of Association requires the Company at every annual general meeting appoint auditors to hold office until the conclusion of the next annual general meeting.

J. K. Tan & Co. who holds office as auditor of the Company immediately before the annual general meeting consents to be re-appointed as auditors of the Company.

## **VOTING INSTRUCTIONS AND RIGHT TO APPOINT PROXIES**

Under the Company's constitution, a CDI-holder may either:

- (a) give CDN voting instructions in relation to the number of CDIs he or she holds; or
- (b) requests CDN to appoint him or her or another person he or she nominates as CDN's proxy to attend the general meeting as CDN's proxy in relation to the number of CDIs he or she holds.

At a general meeting, on a show of hands, a CDI holder present in person or by proxy has one vote and, upon a poll, each CDI shall have one vote.

If you wish to give CDN voting instructions

If you wish to register your voting instructions, please complete the attached CDI Voting Instruction Form, and send it in person, by post or facsimile (as the case may be) to the Company's share registry at the following contacts:

<b>In person</b>	<b>By post</b>	<b>By Facsimile</b>
Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138	SHKL Group Limited c/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia	Link Market Services Limited on facsimile number +61 2 92870309

If you wish to attend the meeting in person or by proxy

If you wish to attend the annual general meeting either in person or by proxy, please complete the attached Proxy Form, and send it in person, by post or facsimile (as the case may be) to the Company's share registry at the following contacts:

<b>In person</b>	<b>By post</b>	<b>By Facsimile</b>
Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138	SHKL Group Limited c/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia	Link Market Services Limited on facsimile number +61 2 92870309

A CDI-holder who is entitled to attend and vote at the annual general meeting may appoint up to two proxies to attend and vote on his or her behalf. If a CDI-holder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. A proxy need not be a shareholder of the Company.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of that item on a poll.



**SHKL Group Limited**  
ARBN 603 010 868

## LODGE YOUR INSTRUCTION



### BY MAIL

SHKL Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474



**X99999999999**

## CDI VOTING INSTRUCTION FORM

### STEP 1

#### DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (CDIs) of SHKL Group Limited (Company) hereby direct CHESS Depositary Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Annual General Meeting of stockholders of the Company to be held at **4:30pm on Monday, 29 August 2016 at No. 1 Wuyi Road 321 Lane (Nong), Shanghai, China**, and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

### STEP 2

#### PROXY APPOINTMENT – *this only needs to be completed if you wish to attend the Meeting or appoint another person to attend the Meeting*

If you wish to attend the Meeting in person or appoint another person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert their name(s) in this box.

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual General Meeting* including any cut off time for receipt of valid proxies.

### STEP 3

#### VOTING INSTRUCTIONS

**Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.**

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
2 Re-election of Zhang Yeping as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 To approve the payment of directors' fees of A\$30,000 for the financial year ended 31 March 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Shen Weiguos as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 To re-appoint J.K. Tan & Co. as auditors of the Company, and to authorise directors of the Company to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Zhou Xinghang as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Re-election of Wu Jiping as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.

### STEP 4

#### SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

Joint CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

Joint CDI Holder 3 (Individual)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

**SKV PRX16011**



## HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

### DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESSE Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

### APPOINTMENT OF A PROXY

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name(s) or the name of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual General Meeting* including any cut off time for receipt of valid proxies.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either holder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

### LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:30pm on Friday, 26 August 2016**, being not later than 72 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



#### BY MAIL

SHKL Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* in business hours (Monday to Friday, 9:00am–5:00pm)