

AUSTRALIA SAMLY HOLDINGS GROUP LIMITED
(ACN 164 307 975)

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

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

Date of meeting: Friday, 1 August 2014

**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 General Meeting

Notice is hereby given that extraordinary general meeting (**Meeting**) of the shareholders of **AUSTRALIA SAMLY HOLDINGS GROUP LIMITED** (ACN 164 307 975) (**Company**) will be held at 10 a.m. on Friday, 1 August 2014 at **B412, Shahe Century Square, Huaqiaochen, Nanshan District, Shenzhen, Guandong, China**, for the purpose of transacting the following business:

Election of Director: Ying YAO

To consider and, if in favour, pass the following resolution as an ordinary resolution (**Resolution**):

"That Ying Yao be elected as a Director of the Company in accordance with Article 7.1 of the Company's Constitution."

Shareholders are referred to the Explanatory Statement (below). The Explanatory Statement is intended to be read in conjunction with and forms part of this Notice of Annual General Meeting.

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.

Election of Director: Ying YAO

Under the Company's Constitution, the Company may either appoint a director by passing a resolution at a general meeting of the Company.

The Company has received a written consent to act as Director from Ying Yao. A copy of the consent form signed by Mrs. Ying Yao is attached to this notice of Meeting and Explanatory statement as **Annexure B**.

A profile for Ms Yao is set out below.

Profile of 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 co-founded Shenzhen Samly. Ms Yao has extensive knowledge and experience in the Group's operations.

Directors' recommendation

The directors of the Company unanimously recommend that each Shareholder approve the Resolution (as set out in Section 1 above).

None of the current directors of the Company have a personal interest in the 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 General Meeting as **Annexure A** as soon as possible and either:

- post the proxy form to the Company's registered office at: **B412, Shahe Century Square, Huaqiaochen, Nanshan District, Shenzhen, Guandong, China.**
- by facsimile to facsimile number: +86 755 2694 2880 attention Pin Yin, Australia Samly Holdings Group Pty Limited

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 31 July 2014. 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 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

Place	B412, Shahe Century Square, Huaqiaochen, Nanshan District, Shenzhen, Guandong, China
Date	Friday, 1 August 2014
Time	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

Resolution – Election of Director: Ying YAO

☐☐☐

Signed:

.....
(Signature of member)

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

Annexure B

Consent to act as a director: Ying Yao

CONSENT TO ACT AS DIRECTOR

To: The Shareholders of
Australia Samly Holdings Group Limited (ACN 164 307 975)

I, Ying YAO, consent to act as Director of the Company
and provide my personal details below:

Full Name:	YING YAO
Former Names:	NONE
Usual Residential Address:	4 Forrest Ct Toorak, VIC, 3142
Date of Birth:	21 January 1974
Place of Birth:	Shaanxi

Dated: 27 June 2014

Signature

