



Notice of Annual General Meeting 2018

NOTICE is hereby given of the Annual General Meeting (“**AGM**” or “**the Meeting**”) of members of Boyuan Holdings Limited (“**the Company**”).

DATE: 28 May 2018

TIME: 1.00 pm (Sydney time)

VENUE: BHL Head Office, Level 16, 5 Martin Place Sydney NSW 2000

BOYUAN HOLDINGS LIMITED
ACN 608 897 963



Items of Business

1. Receipt of Annual Financial Report

To receive and consider the Company's Financial Report, the Directors' Report, and the Auditor's Report, for the year ended 31 December 2017.

2. Adoption of the 2017 Remuneration Report

To consider and if thought fit, to pass the following resolutions, as a non-binding ordinary resolution: "That the Remuneration Report for the year ended 31 December 2017 be adopted."

Voting exclusion statement in respect of Item 2

The Company will disregard any votes cast on Item 2:

- By or on behalf of a member of the Key Management Personnel (KMP) whose remuneration details are included in the Remuneration Report (and their closely related parties) regardless of the capacity in which the vote is cast; or
- By a member of the KMP (and their closely related parties) at the date of meeting acting as proxy;

Unless the vote is cast as proxy for a person entitled to vote on Item 2:

- In accordance with a direction on the proxy form; or
- By the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit.

The term "closely related party" is defined in the *Corporations Act 2001* (Cth) and includes the KMP's spouse, dependents and certain other close family members, as well as any companies controlled by the KMP.

3. To re-elect Mr David Paul Batten as a Director

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

"That David Paul Batten, being a Director, who retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

For further information, please refer to the Explanatory Statement which forms part of this Notice of Meeting.

On behalf of the Board of Directors.

Adam Huxley
Company Secretary
12 April 2018

How to Vote

A shareholder entitled to attend and vote at the AGM may vote by:

- (a) Attending this AGM in person; or
- (b) Appointing a proxy, attorney or in the case of a corporate shareholder, a corporate representative, to vote at this AGM on their behalf.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders by 1pm (Sydney Time) on Saturday 26 May 2018.

Question to the Auditor

Any shareholder may submit to the Company a written question directed to the Company's current auditor, Deloitte Touche Tohmatsu (the Auditor), if the question is relevant to:

- (a) The content of the Auditor's Report to be considered at this AGM; or
- (b) The conduct of the audit of the Financial Report to be considered at this AGM.

Relevant written questions must be received by the Company no later than 5.00 pm (Sydney time) on 21 May 2018. A list of written questions will be made available to shareholders attending the Meeting. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the Meeting.

Explanatory Statement

The following notes have been prepared to assist shareholders to better understand the business to be considered by shareholders at the Annual General Meeting. The Directors recommend that shareholders read the explanatory notes before determining whether or not to support the resolutions.

Item 1: Receipt of Annual Financial Report

- 1.1. In accordance with the requirements of the *Corporations Act 2001* (Cth) and the Constitution of the Company, the Financial Statements and Reports of the Directors and the Auditor for the period ended 31 December 2017 will be laid before the Meeting.
- 1.2. Shareholders will be given a reasonable opportunity at the Meeting to ask questions or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor or its representatives questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.
- 1.3. A copy of the 2017 Annual Report (which includes the Reports of the Directors and the Auditor) will be mailed to all shareholders who have elected to receive a printed copy of the Report. The *Corporations Act 2001* (Cth) and the Constitution of the Company do not require shareholder approval of these Statements and Reports. Accordingly, no vote is held in connection with this item.

Item 2: Adoption of the 2017 Remuneration Report

- 2.1 The Company's Annual Report for the year ended 31 December 2017 contains a Remuneration Report on pages 17 to 21 ("**Remuneration Report**"). The Remuneration Report sets out the policy of the remuneration of the Directors and certain senior managers of the Company and the entities it controlled during the year ended 31 December 2017. The Company's 2017 Annual Report (which includes the 2017 Remuneration Report) is available on the Company's website at www.boyuan.com.au.
- 2.2 The Corporations Act requires the Company to propose a resolution to shareholders that the Remuneration Report be adopted. The Remuneration Report, which forms part of the Directors' Report, can be found in the Company's 2017 Annual Report.



- 2.3 The Remuneration Report includes:
- (a) an explanation of the Company's policy for determining the nature and amount of remuneration of Directors and senior executives;
 - (b) a discussion of the relationship between the remuneration policy and the Company's performance; and
 - (c) a detailed summary of remuneration components for Directors and senior executive.
- 2.4 The Chair of the Meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report.
- 2.5 Shareholders will be asked to vote on a resolution to adopt the Remuneration Report at the Meeting. The vote on the resolution will be advisory only and will not bind the Directors, however, the Board will take the outcome of the vote and any discussion into consideration when reviewing the remuneration policy for Directors and senior managers in the future.

Recommendation on Item 2

- 2.6 The Remuneration Report which forms part of the Directors' Report for the year ended 31 December 2017 is made in accordance with a unanimous resolution of the Directors. The Company's 2017 Annual Report sets out significant changes that have been made by the Directors to the Company's remuneration and governance structures.
- 2.7 While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Directors unanimously recommend that shareholders vote in favour of adopting the Report.
- 2.8 If you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy on how to vote on the resolution in Item 2 on the Proxy Form, you will be expressly authorising the Chair of the Meeting to exercise your proxy even if Item 2 is connected directly or indirectly with the remuneration of the member of the KMP, which includes the Chair of the Meeting.
- 2.9 The Chair of the Meeting intends to vote all available proxies in favour of Item 2.

Item 3: To re-elect Mr David Paul Batten as a Director

- 3.1 Article 3.6 of the Company's Constitution requires that at each AGM, one third of the Board (other than casual appointees, alternate Directors or the Managing Director) (Eligible Directors) (rounded down to the nearest whole number) must retire from office but may be eligible for re-election. Mr David Paul Batten will retire at the AGM and, being eligible, offers himself for re-election by shareholders.
- 3.2 Mr David Paul Batten's profile is as follows:
- (a) Relationship with the Company: Mr Batten has been the Company's independent non-executive director appointed on 22 October 2015. Mr Batten also is a Chair of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee.
 - (b) Background and experience: Mr Batten holds a Health and Physical Education from the University of Wollongong and a Post Graduate Diploma in Business Finance from Curtin University. Mr Batten has over 25 years' experience in financial markets and specialises in derivatives in the bullion, equities, commodities, foreign exchange and interest rate markets. He formerly worked within large foreign banking institutions including Bankers Trust Australia, Goldman Sachs, JPMorgan and the Republic Bank of New York.
 - (c) Other current material Directorships: None
 - (d) The Board considers that Mr Batten is an independent Director.

Recommendation on Item 3

- 3.3 Your Directors (other than Mr Batten, who abstains) unanimously recommend that you vote in favour of the re-election of Mr Batten.
- 3.4 The Chair of the Meeting intends to vote all available proxies in favour of Item 3.



Boyuan Holdings Limited

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 1:00pm (AEST) on Saturday 26 May 2018.**

TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/bhlagm2018
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



Scan QR Code using smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **1:00pm (AEST) on Saturday, 26 May 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** www.votingonline.com.au/bhlagm2018
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Boyuan Holdings Limited

ACN 608 897 963

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Boyuan Holdings Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the offices of **Boyuan Holdings Limited, Level 16, 5 Martin Place, Sydney NSW 2000 on Monday, 28 May 2018 at 1:00pm (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Item 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Item 2 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Item 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that Item.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	Adoption of the 2017 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To re-elect Mr David Batten as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018