

**TIANMEI BEVERAGE GROUP CORPORATION LIMITED [ACN 611 845 811]
NOTICE OF GENERAL MEETING**

Notice is given that a General Meeting (**Meeting**) of Tianmei Beverage Group Corporation Limited [ACN **611 845 811**] (**Company**) will be held at 9:00am (AWST) on Tuesday, 27 March 2018 at The Celtic Club, 48 Ord Street, West Perth WA 6005.

Each of the resolutions proposed to be put to shareholders at the Meeting are set out in this Notice of General Meeting (**Notice**) and further details regarding those resolutions are set out in the Explanatory Memorandum accompanying this Notice. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice.

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 of the Company at 5:00pm (AWST) on 23 March 2018.

BUSINESS OF THE MEETING

RESOLUTION 1: REMOVAL OF AUDITOR

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

“That, BDO East Coast Partnership, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting.”

RESOLUTION 2: APPOINTMENT OF AUDITOR

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

“That, subject to the passing of Resolution 1, INP Sydney, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company.”

Dated: 21 February 2018

Songpei Guo
Director and CEO
Tianmei Beverage Group Corporation Limited

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice.

PROXY AND VOTING INSTRUCTIONS

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be received by the Company by 9:00am (AWST) on 25 March 2018:

- by mail to the Company at C/- Advanced Share Registry Limited, 110 Stirling Hwy, Nedlands WA 6909; or
- by facsimile to +61 (0) 8 9262 3723
- Online at www.advancedshare.com.au/investor-login

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act 2001 (Cth). A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the Meeting (Chair) as your proxy.

A proxy form is attached to this Notice.

HOW THE CHAIRMAN WILL VOTE UNDIRECTED PROXIES

The Chair of the meeting will vote undirected proxies on, and in favour of, all proposed resolutions.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 5:00pm (AWST) on 23 March 2018 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

SPECIAL RESOLUTION

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 2 is a special resolution.

**TIANMEI BEVERAGE GROUP CORPORATION LIMITED [ACN 611 845 811]
GENERAL MEETING
EXPLANATORY MEMORANDUM**

PURPOSE OF INFORMATION

This Explanatory Memorandum (**Memorandum**) accompanies and forms part of the Company's notice of General Meeting (**Notice**). The Notice of General Meeting incorporates, and should be read together with, this Memorandum.

ORDINARY BUSINESS

RESOLUTION 1: REMOVAL OF AUDITOR

On 13 February 2018, a notice of intention to remove the Company's auditor was provided to the Company Secretary pursuant to section 329(1A) of the Corporations Act (the "Notice of Intention").

In accordance with the Notice of Intention, approval is sought under section 329 of the Corporations Act to remove BDO East Coast Partnership as auditor of the Company. Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months notice of intention to move the resolution has been given. The Notice of Intention to remove BDO East Coast Partnership as the Company's auditor is provided to shareholders with this Notice of General Meeting.

Section 329 of the Corporations Act also states that if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice.

The Company provides the Notice of Intention to shareholders and seeks approval to remove the auditor even though the Meeting will be held less than 2 months after the Notice of Intention is given. In accordance with section 329(2) of the Corporations Act, the Company provided a copy of the Notice of Intention to BDO East Coast Partnership, BDO has provided the Company with the attached representations pursuant to section 329(3) of the Corporations Act.

RESOLUTION 2: APPOINTMENT OF AUDITOR

For the purposes of section 327 of the Corporations Act, shareholder approval is sought to appoint INP Sydney as auditor of the Company, subject to the removal of BDO East Coast Partnership as the Company's auditor (Resolution 1).

Resolution 2 is required to fill the vacancy created by the removal of BDO East Coast Partnership as the Company's auditor (if resolution 1 is passed).

Li Wang, being a director of Biotechnology International Holding Ltd, a shareholder of the Company, has nominated that INP Sydney be appointed as auditor of the Company. A copy of this nomination is attached to this Notice of Meeting.

The Board supports the appointment of INP Sydney as the Company's auditor and recommend that shareholders vote in favour of Resolutions 1 and 2.

If Resolutions 1 and 2 are passed, then the appointment of INP Sydney as the Company's auditor will take effect at the close of this Meeting. INP Sydney have provided consent to be appointed as auditor of the Company, subject to the approval by shareholders.

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

AWST means Australian Western Standard Time.

ASIC means the Australian Securities and Investments Commission.

Board means the board of directors of the Company.

Company means Tianmei Beverage Group Corporation Limited [ACN 611 845 811].

Corporations Act means Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Memorandum means the explanatory memorandum to this Notice of Meeting.

Meeting means General Meeting of the Shareholders of the Company to be held on 27 March 2018, to which this Notice of Meeting and Explanatory Statement relate.

Notice of Meeting means this notice of meeting of the Company dated 21 February 2018.

Resolution means a resolution referred to in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

13 February 2018

Tianmei Beverage Group Corporation Limited
Level 46, Tower One - International Towers Sydney
100 Barangaroo Avenue
Barangaroo NSW 2000

To the Company Secretary

NOTICE OF INTENTION TO REMOVE AUDITOR & NOMINATION OF AUDITOR

I, the director of Biotechnology International Holding Ltd, a substantial shareholder of Tianmei Beverage Group Corporation Limited (Company), hereby request that the Company convene a general meeting of shareholders at the first available time, in any event no later than 2 months from the date of this notice, to consider and, if thought fit, pass resolutions that:

1. BDO East Coast Partnership be removed as auditor of the Company; and
2. INP Sydney of Level 26, 44 Market Street Sydney 2000, be appointed as the new auditor of the Company.

Furthermore, for the purposes of section 328(1) of the Corporations Act 2001, I hereby give you notice of the nomination of INP Sydney, to act as auditor of the Company.

Yours faithfully



Li Wang
Director of Biotechnology International Holding Ltd

TIANMEI BEVERAGE GROUP CORPORATION LIMITED ACN 611 845 811 (COMPANY)

AUDITOR'S REPRESENTATION PURSUANT TO SECTION 329 (3) CORPORATIONS ACT 2001 IN RESPONSE TO NOTICE TO REMOVE THE AUDITOR AND APPOINT A NEW AUDITOR

Biotechnology International Holding Ltd, a shareholder of the Company has lodged a notice of intention to remove auditor and nomination of auditor dated 13 February 2018 (**Notice**) with the Company.

The Notice seeks the passage of resolutions by shareholders, a company meeting to be convened, that seeks the removal of BDO East Coast Partnership as the Company's auditors and to replace them with INP Sydney.

Section 329 (3) Corporations Act 2001 enables an auditor that is subject to a notice that seeks to remove them as auditor to make representations to the Company and to request the Company to send such representations to every member of the Company.

As the current auditor of the Company, BDO East Partnership considers we are duty bound to provide the following information to members to take into account in their consideration as to how they should vote on the resolutions proposed in the Notice:

1. BDO East Coast Partnership was appointed as the Company's auditors on 4 December 2017. Mr Wai Aw, an audit partner of the firm, is the lead auditor.
2. For the purpose of undertaking the audit of the Company's main operating subsidiary in China, Guangdong Tianmei Selenium-Rich Beverage Chain Co., Ltd (**Tianmei China**), a non BDO network firm was engaged to act as the component auditor for Tianmei China.
3. The audit information that was obtained regarding Tianmei China revealed a number of significant expenses and significant prepayments had been incurred that on their face seemed unusual or not to be in the best interests of the Company. A detailed list of issues and concerns was prepared that needed to be discussed and dealt with by the Board of the Company.
4. Mr Aw subsequently sought to meet with the Board of the Company to discuss the issues and concerns and did that by communicating the request to one of the then non-executive directors and the company secretary.
5. After the request to meet with the Board was made, Mr Aw spoke with another non-executive director of the Company about the issues and concerns but the explanations given were not satisfactory to Mr Aw for the purpose of the audit. Mr Aw explained to the director that certain audit procedures that the component auditor had undertaken would need to be re-performed and that this would most likely mean that the Company would not meet the deadline for filing its FY17 audited annual report with the ASX and the ASIC.
6. The component auditor then subsequently withdrew from their engagement as component auditor as they were not satisfied with the answers they had been given to various issues and concerns regarding their component part of the audit.

7. The non-executive director and company secretary referred to in item 4 informed us on 12 February 2018 that he would be resigning from both of these positions with the Company. These resignations were announced on the ASX on 15 February 2018.
8. On 13 February 2018, Mr Aw sent a detailed memorandum to the Board of the Company of the issues and concerns he wanted to raise with them at the meeting he had requested.
9. Until we, as auditors, obtained satisfactory information from the Board that addressed the issues and concerns, we formed the view that we were unable to complete the audit or to 'sign off' on the Company's financial statements (in whatever form that might take) in accordance with the requirements of the Corporations Act 2001 and the relevant auditing standards.
10. On 13 February 2018, Mr Songpei Guo, director and CEO of the Company, provided Mr Aw with a notice headed "Notice of Intention" from one of the Company's shareholders seeking to have INP Sydney appointed as auditor of the Company "at the next Shareholders Meeting". Mr Guo's email advised, among other things, that the services of BDO East Coast Partnership had been "temporarily suspended until the Company's shareholder meeting makes the final decision."
11. Later on 13 February 2018, Mr Aw received another email from Mr Guo by which he provided Mr Aw with the Notice.
12. Neither Mr Aw nor anyone else on behalf of BDO East Coast Partnership has been able to address the Board about the issues and concerns set out in Mr Aw's memorandum to the Board.
13. BDO East Coast Partnership has reported the proposal to remove it as auditor of the Company to the ASIC.

Based on the above information, BDO East Coast Partnership considers that it would not be in the best interests of all of the shareholders of the Company for the firm to be removed as the Company's auditors before the audit of the Company for FY17 is completed.

The view we have expressed above is not and should not be taken in any way as an adverse reflection on INP Sydney.

BDO East Coast Partnership



per Wai Aw
Partner, Audit

20 February 2018



Tianmei Beverage Group Corporation Limited
ACN 611 845 811

LODGE YOUR VOTE ONLINE



ONLINE VOTE

www.advancedshare.com.au/investor-login



MOBILE DEVICE VOTE

Lodge your proxy by scanning the QR code below, and enter your registered postcode.
It is a fast, convenient and a secure way to lodge your vote.

2018 GENERAL MEETING - VOTING/PROXY FORM

I/We being shareholder(s) of Tianmei Beverage Group Corporation Limited and entitled to attend and vote hereby:

APPOINT A PROXY



The Chairman of
the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

If no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at The Celtic Club, 48 Ord Street, West Perth WA 6005 on Tuesday, 27 March 2018 at 9:00am (AWST) and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Agenda Items

1 REMOVAL OF AUDITOR

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 APPOINTMENT OF AUDITOR

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

Your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy.

DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not vote on a poll in accordance with your directions or does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting, who is required to vote the proxies as directed.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares 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 they choose to the extent they are able. If you mark more than one box on an item, your vote on that item will be invalid.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if he is appointed by default) but do not direct him how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), you will be expressly authorising the Chairman to vote as he sees fit on that item.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares 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; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

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 sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR VOTE

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 9:00am (AWST) on 25 March 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE VOTE

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033