

THC Global Group Limited

ACN 614 508 039

Notice of Annual General Meeting 11.00am on 28 May 2019

Baker McKenzie Level 46, Tower One International Towers Sydney 100 Barangaroo Avenue Barangaroo NSW 2000

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.



Notice of 2019 Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting of THC Global Group Limited (the **Company** or **THC Global**) is to be held at 11.00am on 28 May 2019 at Baker McKenzie, Level 46 Tower One International Towers Sydney, 100 Barangaroo Avenue Barangaroo NSW 2000.

Ordinary Business of the Meeting

Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 31 December 2018.

1. Resolution 1: Non-binding resolution to adopt the Remuneration Report

To consider and if thought fit, pass the following as **a non-binding resolution**:

"That the Directors' Remuneration Report for the year ended 31 December 2018 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth)"

Voting Ex	xclusion Statement
A voting e	exclusion applies to this Resolution 1. The Company will disregard any votes cast (in any capacity,
whether as	s proxy or as shareholder) by any of the following:
a)	Key Management Personnel; and
b)	Closely Related Parties of Key Management Personnel.
However, t	the Company need not disregard a vote if it is:
a)	Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
b)	Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

Election of Directors

2. Resolution 2: Ordinary Resolution to Elect Steven Xu as a Director

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

"That, Steven Xiaobo Xu, retiring by rotation in accordance with Article 58.1.3 of the Company's Constitution be re-elected as a director of the Company."



Additional Placement Capacity

3. Resolution 3: Special Resolution to Approve Additional 10% Placement Capacity

To consider and if thought fit, pass the following as **a special resolution:**

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given to allow the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 3. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) Any associate of those persons.

However, the entity need not disregard a vote if:

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

Other Business

4. Other Business

To transact any other business which may be legally brought before this Annual General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

Steven Xu

Chairman THC Global Group Limited 18 April 2019



Explanatory Statement

This Explanatory Statement is intended to provide Shareholders of THC Global Group Limited (**THC Global** or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact THC Global or seek advice from your professional advisors.

Financial Statements and Reports

Financial Statements and Reports – Financial Year Ended 31 December 2018

The Corporations Act 2001 (Cth) (the **Corporations Act**) requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 31 December 2018.

In addition, at the meeting, shareholders may ask questions of the auditor in relation to the following:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's 2018 Annual Report on the Company's website the global.

Resolution 1: Non-binding resolution to adopt the Remuneration Report

In accordance with Section 250R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2018 Annual Report and is also available from the Company's website.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including the Chief Executive Officer.



If Resolution 1 receives a 'No' vote of 25% or more of the votes cast at the meeting, the Company's Remuneration Report for 2019 will include a report on actions taken by the Board in response. The Board will take the outcome of the vote, even if less than 25% 'No' into consideration when reviewing the Company's remuneration policy. There has not been a 'No' vote of more than 25% in any past years.

Directors Recommendation

The Directors do not make a recommendation to shareholders with respect to Resolution 1 due to being excluded from voting on this resolution. However, the Chairman intends to vote all undirected proxies in favour of Resolution 1.

Voting Exclusion Statement

A Voting Exclusion Statement applies to this Resolution 1 relating to Key Management Personnel identified in the 2019 Annual Report and their Closely Related Parties as these terms are defined in the Corporations Act.

Election of Directors

Resolution 2: Ordinary Resolution to Elect Steven Xu as a Director

The Company's Constitution requires one-third of the Board to resign and seek re-election at every Annual General Meeting of the Company. Accordingly, Steven Xu, the Chairman of the Board seeks re-election at this AGM.

<u>Steven Xu</u>

Mr Xu has been a director of the Company since 12 January 2018 and has been Chairman of the Board since 15 March 2018.

Mr Xu is the Managing Director of Une-Innovation Consulting Australia Pty Ltd and Director of MY INP Venture Capital Fund. The Fund invests in companies specialised in Medical/Healthcare, AI, Fintech and Industrial technology across Australia, New Zealand, North America and Israel. Mr Xu has strong international connections and 15 years' experience working at PricewaterhouseCoopers and listed companies in Australia and China.

Mr Xu specialises in financing, IPO and M&A activities in a broad range of sectors. Mr Xu holds a Bachelor of Management and is a Member of the Institute of Chartered Accountants (Australia and New Zealand) (CA ANZ) and is a Member of the Australian Institute of Company Directors (MAICD).

Directors Recommendation

The Directors, other than Mr Xu himself, recommend that shareholders vote in favour of Resolution 2 to reelect Mr Xu as a Director of the Company. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 2.



Additional Placement Capacity

Resolution 3: Special Resolution to Approve Additional 10% Placement Capacity

Resolution 3 is a special resolution for the approval of an additional 10% placement capacity for the Company to issue securities without shareholder approval pursuant to Listing Rule 7.1A. This provides the Company with a higher level of flexibility to undertake capital raisings, to complete acquisitions, or other corporate actions involving the issue of equity securities by the Company.

(a) Regulatory Framework

ASX Listing Rule 7.1 prohibits a listed company from issuing equity securities representing more than 15% of its issued capital in any twelve-month period without obtaining shareholder approval (subject to certain exceptions). However, ASX Listing Rule 7.1A allows a company to seek shareholder approval at an annual general meeting to have the capacity to issue an additional 10% of its equity securities in the same class as an existing quoted class of securities. If approved, the issuance capacity is available for twelve-months following the annual general meeting at which the approval was obtained. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

If Resolution 3 is approved as a special resolution then the Company, within 12 months after shareholder approval, may issue an additional 10% of the Company's issued capital as fully paid ordinary shares or Options exercisable at \$0.40 expiring 31 December 2019 (being the two quoted classes of THC securities at present-THC and THCO) calculated in accordance with the formula in ASX Listing Rule 7.1A.2 which is as follows:

Where:

- A = the number of fully paid ordinary securities on issue 12 months before the date of issue or date of agreement to issue:
 - (i) plus the number fully paid ordinary securities issued in the last 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid ordinary securities that became fully paid within the last 12 months;
 - (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4 (this does not include an issue of fully paid shares under the equity's 15% capacity without shareholder approval);
 - (iv) less the number of fully paid ordinary securities cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

- D = 10%
- E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.
- (b) Compliance Information

In compliance with Listing Rule 7.3A, the Company provides the following information with respect to Resolution 3:

(i) The minimum price at which equity securities may be issued under the Listing Rule 7.1A capacity will be calculated in accordance with Listing Rule 7.1A.3 which requires that the issue price be no



less than 75% of the volume weighted average price for securities in the same class as the security being issued, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- a. The date on which the price at which the securities are to be issued is agreed; or
- b. If the securities are not issued within 5 trading days of the date in paragraph a, the date on which the securities are issued.
- (ii)
- Resolution 3 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, existing shareholders economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:
 - a. the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under rule 7.1A; and
 - b. the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of the equity securities.

- (iii) If Resolution 3 is approved by Shareholders, the approval to issue securities under this capacity per Listing Rule 7.1A will cease upon the earlier of:
 - a. The date that is 12 months after the date of the Annual General Meeting at which the approval is gained, being 28 May 2020; or
 - b. The date of the approval by Shareholders of a transaction under Listing Rule 11.1.2. or 11.2, being a significant change to the nature or scale of the Company's activities, or the disposal of a main undertaking.
- (iv) The Company may seek to issue securities under this capacity for the following purposes:
 - a. For non-cash consideration: including but without limitation for the acquisition of new assets or investments. In the event that securities are issued for non-cash consideration, as required by Listing Rule 7.1A.3, the Company will provide a valuation of the non-cash consideration which demonstrates that the issue price of the securities does not breach the minimum thresholds set out in Listing Rule 7.1A.3 and summarised above.
 - b. For cash consideration: as the Company continues to pursue growth opportunities and expand its global footprint, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, for funding acquisitions or investments, or other opportunities identified by the Directors.

The Company will ensure it remains compliant with its disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon the issue of any securities under this capacity.

- (v) The allocation policy of the Company will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:
 - a. the alternate methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - b. the effect of the issue of the securities on the control of the Company;
 - c. the financial situation of the Company; and
 - d. advice from corporate, financial and broker advisers (as may be applicable from time to time).



- (vi) As at the date of this Notice, the Company has not identified any allottees proposed to be offered securities under this placement capacity but may include new or existing investors who are not Related Parties or Associates of Related Parties of the Company. In the event that the 10% capacity is utilised for the purpose of conducting an acquisition, the allottees will be the vendors (or their nominees) of the acquisition target. At present, no such acquisition target has been definitively identified by the Company.
- (vii) The Company has not previously sought shareholder approval under Listing Rule 7.1A.
- (viii) A voting exclusion statement applies to this Resolution 3.

The following table sets out the possible dilution of existing shareholders of the Company on the basis of the market price of the Company's securities of \$0.57 on 8 April 2019 and on the issued capital of the Company at 8 April 2019 as variable "A" per Listing Rule 7.1A.

	Dilution Effect			
Variable A Listing Rule 7.1A		50% Decrease in Share Price \$0.285	Current Share Price \$0.57	100% Increase in Share Price \$1.14
Current	10% Dilution	12,877,807	12,877,807	12,877,807
Variable A 128,778,072	Funds Raised	\$3,670,175	\$7,340,350	\$14,680,700
50% Increase	10% Dilution	19,316,711	19,316,711	19,316,711
Variable A 193,167,108	Funds Raised	\$5,505,263	\$11,010,525	\$22,021,050
100% Increase	10% Dilution	25,755,614	25,755,614	25,755,614
Variable A 257,556,144	Funds Raised	\$7,340,350	\$14,680,700	\$29,361,400

The above table makes the following assumptions:

- (i) All securities have been issued under the 10% capacity and the Company has issued the maximum number of equity securities available under the 10% capacity
- (ii) The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue
- (iii) The table only shows the effect of issues of securities under Listing Rule 7.1A and does not consider the 15% capacity the Company has under Listing Rule 7.1 nor the Company's ability to issue securities without shareholder approval under the exceptions in Listing Rule 7.2

Directors Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3, as it will allow the Company the flexibility to complete acquisitions, raise capital or conduct other transactions involving the issue of equity securities by the Company for the benefit of all Shareholders.

Voting Exclusion Statement

A Voting Exclusion Statement applies to this Resolution 3 that applies to any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or their associates. Further details are in the Voting Exclusion Statement following the Resolution 3 in the Notice.



Further Information

For further information, please contact the Company at corporate@thc.global.

Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00 am (Sydney time) on Sunday, 26 May 2019.

Voting in person: To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy: To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 11:00 am (Sydney time) on Sunday, 26 May 2019.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 11:00 am (Sydney time) on Sunday, 26 May 2019.

Voting by corporate representative: A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment and lodge it with the registration desk, unless it has been previously provided to the Company's share registry by the time and in the manner specified in the Proxy Form.

Voting by attorney: Pursuant to Article 54.1 of the Company's Constitution a Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney (or certified copy) must also be returned in the same manner and time as specified for Proxy Form or otherwise lodged at the registration desk on the day of the Meeting.

Key Management Personnel: the Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.



THC MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

Lodge your vote:

Online: www.investorvote.com.au



Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

Alternatively you can fax your form to (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

• Go to www.investorvote.com.au **or** scan the QR Code with your mobile device. • Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 19999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach 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 also 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. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.



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to indicate your directions

XX

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Please mark

Proxy Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Thc Global Group Limited hereby appoint

Г	the Chairman		
	of the Meeting	<u>OR</u>	

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and 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 Annual General Meeting of THC Global Group Limited to be held at Baker McKenzie, Level 46, Tower One, International Towers Sydney, 100 Barangaroo Avenue Barangaroo NSW 2000 on Tuesday, 28 May 2019 at 11.00 am (Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2	Items of Business	required n	najority. Abstaiv
Resolut	on 1 Remuneration Report		
Resolut	on 2 Election of Steven Xu as a Director		
Resolut	on 3 Approve Additional 10% Placement Capacity		

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Individual or Securityholder 1	Securityholder 2		Securityholder 3	Securityholder 3		
Sole Director and Sole Company Secretary	Director		Director/Company Secreta	ıry		
Contact Name		Contact Daytime Telephone	Date	1	,	

