



YPB Group Ltd.
ABN 68 108 649 421
ASX code: YPB

GLOBAL LEADER IN ANTI COUNTERFEIT TECHNOLOGY
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YPB Group Ltd
ACN 108 649 421

Addendum to the Notice of Annual General Meeting

This Notice is an Addendum to the Annual General Meeting of Shareholders of YPB Group Limited (“YPB” or the “Company”) to be held at 11.00 am, **Wednesday 31 May 2017** (Sydney time) at Grosvenor Place, Level 12, 225 George Street, Sydney, NSW 2000 (**General Meeting**). The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the General Meeting. The Explanatory Memorandum and Proxy Form part of this Notice.

The Directors have determined that, pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders as at 7pm (Sydney time) on Monday 29 May 2017.

ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING

AGENDA

Resolution 5

RE-ELECTION OF DIRECTOR (Mr Su (George) Su)

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

“That Mr Su Su, who retires in accordance with clause 60 of the Constitution and, being eligible offers himself for re-election as a Director of the Company, is hereby re-elected as a Director of the Company.”

The Chairman of the Annual General Meeting intends to vote on all available proxies in favour of Resolution 5.

Dated: 19 May 2017.

By order of the Board.

A handwritten signature in black ink, appearing to read 'R Whitton', written in a cursive style.

Robert Whitton
Company Secretary

ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING

Notes***Explanatory Memorandum***

The Notice should be read in conjunction with the accompanying Explanatory Memorandum.

Eligibility to vote

In accordance with the Corporations Act and the Constitution, a person's entitlement to vote at the General Meeting will be determined by reference to the number of Shares registered in the name of that person (reflected in the register of members) as at 7pm (Sydney time) on Monday 29 May 2017.

How to vote

Each Shareholder is entitled to attend and vote at the General Meeting in person or by proxy.

Proxy votes

Each Shareholder is entitled to appoint not more than two proxies to attend and vote in their place.

Where more than one proxy is appointed, the appointment may specify the proportion or number of votes that the proxy may exercise, otherwise each proxy may exercise half of the votes.

A proxy need not be a Shareholder.

A Proxy Form must be signed (in the form attached to this Notice) by the Shareholder or the Shareholder's attorney.

Proxy Forms must reach the Company at least forty-eight (48) hours before the General Meeting.

The address for lodgment of Proxy Forms is:

Delivery Address

Level 12
225 George Street
Sydney NSW 2000
Australia

Postal Address

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Fax Number

+ 61 2 9290 9655

Online

www.votingonline.com.au/ypbagm2017

ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING

Undirected Proxies

The Chairman of the General Meeting intends to vote all undirected proxies in favour of the Resolution. However, the Company encourages all Shareholders who submit Proxy Forms to direct their proxy how to vote on the Resolution by marking the boxes on the Proxy Form (Step 2).

Directed Proxies

Under recent amendments to the Corporations Act, there are new rules relating to how a proxy must vote directed proxies. If a Proxy Form specifies the way a proxy is to vote on a Resolution, then:

- (a) a proxy need not vote on a show of hands, but if the proxy does vote, the proxy must vote as directed;
- (b) if a proxy is appointed by two or more Shareholders who specify different ways to vote on a resolution, the proxy must not vote on a show of hands;
- (c) if the proxy is the Chairman, the proxy must vote as directed on a poll;
- (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does vote, the proxy must vote as directed; and
- (e) if the proxy is not the Chairman and does not attend the General Meeting or does not vote on a Resolution, but the Proxy Form specifies how to vote and a poll is demanded, then the Chairman is taken to have been appointed as the proxy and must vote as directed.

Power of Attorney

A Shareholder's attorney may sign the Shareholder's Proxy Form on behalf of the Shareholder. By signing the Proxy Form, the Shareholder's attorney confirms that the authority under which he or she executed the Proxy Form has not been revoked.

If the Shareholder's attorney signs the Proxy Form, then the attorney must, when it sends the Proxy Form to the Company, also send the authority (or a certified copy of the authority) under which the Proxy Form was signed. Each of the Proxy Form and authority must be received at least forty eight (48) hours before the General Meeting.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the General Meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise on behalf of the appointing body all of the powers that the appointing body could exercise at the General Meeting or in voting on a Resolution.

Enquiries

Shareholders are invited to contact the Company Secretary Robert Whitton on (02) 8263 4000 if they have any queries in respect of the matters set out in these documents.

Explanatory Memorandum

YPB Group Ltd

1. Introduction

This Explanatory Memorandum has been prepared to assist Shareholders in considering the Resolution set out in the Notice. This Explanatory Memorandum forms part of, and should be read in conjunction with, the Notice.

2. General

2.1 RESOLUTION 5: ELECTION OF DIRECTOR (Mr Su (George) Su)

Mr Su headed CITIC Securities Australian operation between 2009 and 2013 with special focus on cross border transactions between Australia and China and continues to represent the Chinese investment bank in Australia as its business partner. He was born and educated in Beijing before continuing his education in the USA. He holds a Bachelor of Arts Degree in Business Administration.

Mr Su has lived and worked in China, Hong Kong, Singapore and Australia and now resides in Sydney. He has held senior positions in a Chinese government controlled Investment Company, has been the managing director of a Singapore based venture group and was an Independent director of Macquarie Bank's China property fund.

Other current public company directorships:

- Oriental Technologies Investment Limited. (ASX:OTI)
- Carbon Energy Limited (ASX:CNX)

Directors' Recommendation:

The Board (other than Mr Su) recommends the election of Mr Su (George) Su.



Robert Whitton
Company Secretary