



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

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of YPB Group Limited (“**YPB**” or the “**Company**”) will be held on 11.00 am, **Thursday 31 May 2018** (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 Tuesday 29 May 2018. Terms used in this Notice are defined in the Glossary which forms part of the Explanatory Memorandum.

AGENDA

Financial Statements

To receive and consider the financial statements of the Company and its controlled entities for the period ended 31 December 2017 and the related Directors' Report, Directors' Declaration and Auditors' Report.

Resolution 1

ADOPTION OF DIRECTORS' REMUNERATION REPORT

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

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2017."

Voting Exclusion Statement:

The Company will disregard any votes cast on this resolution by or on behalf of a member of the key management personnel of the Company (including Directors) ("KMP"), or their closely related parties.

However, the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

- (a) it is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman of the Annual General Meeting as proxy for a person who is permitted to vote, where the Proxy Form does not specify the way the Chairman is to vote and which expressly authorises the Chairman to vote even though the resolution is connected directly or indirectly with the remuneration of a KMP and even though the Chairman of the Annual General Meeting is a member of KMP.

Note: In accordance with section 250R (3) of the Corporations Act, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company. If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.

The Chairman of the Annual General Meeting intends to vote all available proxies in favour of Resolution 1.

Resolution 2

APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SHARES UNDER LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the additional capacity to issue equity securities under Listing Rule 7.1A on the terms and conditions as detailed in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue

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(except a benefit solely by reason of being a holder of ordinary securities in the Company), and any associates of the aforementioned persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Annual General Meeting intends to vote all available proxies in favour of Resolution 2.

Resolution 3

RATIFICATION OF PRIOR ISSUE OF SHARES (22,000)

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issue of 22,000 Shares on the terms and conditions as detailed in the Explanatory Memorandum, be and is hereby ratified and approved.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Susan & Benjamin Marshall and any associates of those persons.

However, the Company will 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.

The Chairman of the General Meeting intends to vote all available proxies in favour of Resolution 3.

Resolution 4

RATIFICATION OF PRIOR ISSUE OF SHARES (882,258)

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issue of 882,258 Shares on the terms and conditions as detailed in the Explanatory Memorandum, be and is hereby ratified and approved.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who participated in the issue and any associates of those persons.

However, the Company will 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.

The Chairman of the General Meeting intends to vote all available proxies in favour of Resolution 4.

Resolution 5

RATIFICATION OF PRIOR ISSUE OF SHARES (31,342,857)

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issue of 31,342,857 Shares on the terms and conditions as detailed in the Explanatory Memorandum, be and is hereby ratified and approved.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who participated in the issue and any associates of those persons.

However, the Company will 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.

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

Resolution 6

RATIFICATION OF PRIOR ISSUE OF SHARES (357,077)

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issue of 357,077 Shares on the terms and conditions as detailed in the Explanatory Memorandum, be and is hereby ratified and approved.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Acuity Capital Investment Management and any of its associates.

However, the Company will 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.

The Chairman of the General Meeting intends to vote all available proxies in favour of Resolution 6.

Resolution 7

RE-ELECTION OF DIRECTOR (Mr Gerard Eakin)

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

“That Mr Gerard Eakin, 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 7.

CONTINGENT BUSINESS

Resolution 8

BOARD SPILL MEETING

The following resolution is conditional on at least 25% of the votes cast on Resolution 1 (Remuneration Report) being against the adoption of the Remuneration Report:

Note: If you don't not want the spill meeting to take place – vote "AGAINST" this resolution. If you want the spill meeting to take place – vote "FOR" this resolution.

If required, to consider, and if thought fit, to pass the following resolution as an **ordinary resolution**

"That, as required by the Corporations Act:

- 1. an extraordinary general meeting of the Company (the Spill Meeting) be held within 90 days of the passing of this resolution;*
- 2. all of the non-executive directors in office when the Board resolution to make the Directors' Report for the financial year ended 31 December 2017 was passed, and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- 3. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting."*

Dated: 30 April 2018.

By order of the Board.



Robert Whitton
Company Secretary

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 Tuesday 29 May 2018.

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/ypbagm2018

Key Management Personnel as proxy

If a shareholder appoints a member of the key management personnel (KMP) (which includes each of the Directors) or a closely related party of any KMP as proxy, such KMP or closely related party is not able to vote a proxy on Resolution 1 unless the shareholder directs them how to vote by marking the box on the Proxy Form (Step 2) for Resolution 1.

If a shareholder appoints the Chairman of the Annual General Meeting as proxy, the shareholder can direct the Chairman how to vote by marking the boxes on the Proxy Form for Resolution 1. Signing the proxy form will be considered to be an express direction to the Chairman of the Annual General Meeting to vote in favour of Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of a member of a KMP and/or even if the Chairman of the Annual General Meeting has an interest in the outcome of the Resolution.

Undirected Proxies

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

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 Resolutions set out in the Notice. This Explanatory Memorandum forms part of, and should be read in conjunction with, the Notice.

Terms used in this Explanatory Memorandum are defined in the Glossary.

2. General

2.1 FINANCIAL STATEMENTS

The Corporations Act requires that the Financial Report (including the Directors' Report, Financial Statements and the Audit Report) be laid before the Annual General Meeting. Although not requiring a vote of shareholders, an opportunity will be provided for shareholders to ask questions on the reports, including of the Company's auditor, who will be available to answer shareholders' questions relating to the Audit Report.

2.2 RESOLUTION 1: ADOPTION OF DIRECTORS' REMUNERATION REPORT

The Board is committed to creating value for shareholders by applying the Company's funds productively and responsibly. A portion of the funds available to the Company is applied to remunerate your Directors.

Your Board is aware of the sensitivities of shareholders to remuneration practices generally, and submits its remuneration report to shareholders for consideration and adoption under a non-binding resolution. The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

The Remuneration Report appears within the Directors' Report in the Company's Annual Report and describes the remuneration practices of the Company and the rationale underpinning those practices.

Under the Corporations Act:

- (a) the Company is required to disregard any votes cast on this item of business by any member of "Key Management Personnel" (KMP) of the Company and their closely related parties, except as directed by any proxies; and
- (b) the company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

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Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company. **At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were more than 25%. Accordingly, the Spill Resolution is relevant for this Annual General Meeting.**

KMP are people having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, and include Directors.

"Closely related parties" includes certain family members and dependents of KMP and companies they control.

Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

- If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy -

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

- If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member)-

You do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

- If you appoint any other person as your proxy -

You do not need to direct your proxy how to vote on this Resolution, and you do not need to mark any further acknowledgement on the Proxy Form.

Directors' Recommendation:

The Board recommends that Shareholders vote in favour of Resolution 1.

2.3 RESOLUTION 2: APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SHARES UNDER LISTING RULE 7.1A**General**

Listing Rule 7.1A permits eligible entities to seek shareholder approval by special resolution at an Annual General Meeting to issue an additional 10% of issued share capital by way of placements over a 12-month period (**10% Placement Capacity**). The additional 10% placement capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The effect of the Resolution 2 will be to allow the Directors to issue equity securities under Listing Rule 7.1A during the period of 12 months following the Annual General Meeting without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 2 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Eligibility

An eligible entity under Listing Rule 7.1A is one which has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The Company hereby seeks shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated as follows:

$(A \times D) - E$

where

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- plus, the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus, the number of partly paid shares that became fully paid in the 12 months;
- plus, the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months;

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

D is 10%

E is the number of equity securities issued or agreed to be issued under 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 Rule 7.1 or 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has only one class of quoted securities, being fully paid ordinary shares.

If the Company issues any equity securities under the 10% Placement Capacity, the entity must, pursuant to Listing Rules 7.1A.4 and 3.10.5A:

- (a) give to the ASX a list of the names of persons to whom the Company allotted equity securities and the number of equity securities caused to be allotted to each (but this list is not required to be released to the market); and
- (b) disclose to the market the details of the dilution to the existing holders of ordinary securities caused by the issue; where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement rather than as a pro rata issue; the details of any underwriting arrangements and fees payable to the underwriter; and any other fees or costs incurred in connection with the issue.

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Required Information**Minimum price**

Any equity securities issued by the Company Under Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average market price for securities in that class 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) the date on which the securities are issued if the securities are not issued within five trading days of the date on which the issue price is agreed.

Dilution to existing security holders

If Resolution 2 is approved by shareholders and the Company issues securities under the 10% Placement Capacity, the additional economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the Annual General Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of hypothetical scenarios for a 10% Placement Capacity as required by Listing Rule 7.3A.2 where the number of the Company's shares on issue (variable "A" in the formula in Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the share price has decreased by 50%, remained current or increased by 100% based on the closing share price on ASX at 24 April 2018.

Number of shares on issue Variable "A"	Additional 10% placement Shares issued & funds raised	Dilution		
		\$0.0125 Issue price at half current market price	\$0.025 Issue price at current market price	\$0.05 Issue price at double current market price
Current 656,508,494	Shares issued	65,650,849	65,650,849	65,650,849
	Funds raised	\$820,636	\$1,641,271	\$3,282,542
50% increase 984,762,741	Shares issued	98,476,274	98,476,274	98,476,274
	Funds raised	\$1,230,953	\$2,461,907	\$4,923,814
100% increase 1,313,016,988	Shares issued	131,301,699	131,301,699	131,301,699
	Funds raised	\$1,641,271	\$3,282,542	\$6,565,085

The dilution table uses the following assumptions which the Company does not represent will necessarily occur:

- a) the Company issues the maximum number of securities available under the additional 10% Placement Capacity;
- b) the table shows only the effect of issues of securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- c) no options (including options issued under the 10% Placement Capacity) are exercised into shares before the date of issue of equity securities;
- d) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;

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- e) the table does not show an example of dilution that may be caused to a particular shareholder by reason of the placements under Listing Rule 7.1A, based on that shareholder's holding at the date of the Annual General Meeting; and
- f) the issue price at current market price is the closing price of the shares on ASX on 16 April 2018.

10% Placement Capacity period

Shareholder approval under Listing Rule 7.1A is valid from the date of the Annual General Meeting until the earlier of:

- a) 12 months after the Annual General Meeting; or
- b) The date of approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

Purpose of 10% additional placement

The Company may seek to issue securities under the 10% Placement Capacity for either:

- a) Cash consideration. The Company may use the funds for working capital, towards potential transactions or for other corporate purposes deemed by the Board to be in the best interests of the Company; or
- b) Non-cash consideration for transactions deemed by the Board to be in the best interests of the Company including for the acquisition of businesses similar to those carried out by the Company, or for the provision of different services to the Company. In such circumstances the Company will release to the market a valuation of the noncash consideration that demonstrates that the issue price of the securities complies with Listing Rule 7.1A.3.

The Company will comply with any disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon the issue of any securities under Listing Rule 7.1A.

Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- a) the methods of raising funds that are then available to the Company;
- b) the effect of the issue of the equity securities on the control of the Company;
- c) the financial situation and solvency of the Company; and
- d) advice from professional and corporate advisers (if applicable).

Allottees under the 10% Placement Capacity have not been determined as at the date of this Notice of Meeting and may include existing and/or new security holders but cannot include any related parties or associates of a related party of the Company.

Previous Issues of Securities under Listing Rule 7.1A

The Company obtained approval under Listing Rule 7.1A at its previous annual general meeting on 31 May 2017. The approval granted on 31 May 2017 will cease to be valid as at the date of this Annual General Meeting. If approval is given under Resolution 2 then such approval will apply for a period of 12 months from this Annual General Meeting.

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In accordance with Listing Rule 7.3A.6, the Company has issued 472,410,115 fully paid ordinary shares (**Shares**) and 28,999,581 options (**Options**). 28,659,831 options were converted and 40,037,634 options lapsed since the Company's last Annual General Meeting. There was a 308% increase in the total number of Shares on issue in the Company since the last Annual General Meeting. On a fully diluted basis there was an increase of 224% of the total number of equity securities on issue since the last Annual General Meeting.

The equity securities issued since the Company's the last Annual General Meeting on 31 May 2017 are set out in the table below. For the purposes of the table:

'**Shares**' means ordinary fully paid shares in the Company which rank equally with the existing shares on issues.

'**Options**' means options to acquire fully paid ordinary shares in the Company.

Issue Date	Number of equity Securities and class	Persons issued to or basis of issue	Issue price (discount)	Consideration and use of funds
21/7/2017	782,580 Shares	Conversion of Notes under Bracknor facility	\$0.0482 (26% disc)	Non-cash: Deemed value \$37,720
21/7/2017	795,102 Shares	Shares issued as payment to service provider	\$0.064	Non-cash: Deemed value \$50,887.
21/7/2017	173,000 Shares	Share payment pursuant to employment contract.	\$0.15189	Non-cash: Deemed value \$26,277
21/7/2017	346,000 options	Unquoted option based payment pursuant to employment contracts	\$0.00	N.A.
7/9/17	10,244,025 Shares	1 st Tranche share payment for Motif Micro acquisition	\$0.04 (5% disc).	Non-cash Deemed value \$409,761
7/9/17	45,000,000 Shares	Shares issued for cash to sophisticated and institutional investors.	\$0.04 (5% disc)	\$1,800,000 Working capital and 1 st tranche cash component for Motif Micro acquisition
7/9/17	9,375,000 Shares	Shares issued for cash to sophisticated and institutional investors.	\$0.04 (5% disc)	Cash: \$375,000 Working capital
7/9/17	4,194,555 Shares	Conversion of Notes under Bracknor facility	\$0.03 (29% disc)	Non-cash: Deemed value \$125,837
11/9/17	27,500,000 Shares	Shares issued for cash to sophisticated and institutional investors.	\$0.04 (18% disc)	Working capital

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13/9/17	10,250,000 Shares	Shares issued to settle debt, conversion of debt to equity	\$0.055	Non-cash Deemed value \$563,750
3/10/2017	3,750,000 Shares	Sophisticated investor placement	\$0.04 (9% disc)	\$150,000 Working capital
3/10/2017	144,928 Shares	Share payment pursuant to employment contract.	\$0.345	Non-cash: Deemed value \$50,000
1/12/2017	6,250 Shares	Conversion by Beirida Enterprises P/L of listed options on 19/10/17 \$1,250 raised @\$0.20/share	\$0.20	\$1250.00 Working capital
1/12/2017	72,100,000 Shares	Conversion of debt to equity as approved by shareholders	\$0.04	Non-cash Deemed value: \$2,884,000
1/12/2017	2,050,000 Shares	Part payment of purchase of plant and equipment Affyrmx Group Inc. Sekutech de Mexico SA de CV	\$0.24	Non-cash Deemed value \$492,000
10/1/2018	72,392,660 Shares	2 nd Tranche share payment for Motif Micro merger consideration	\$0.047	Non-cash: Deemed value \$3,402,455
22/1/2018	83,977,390 Shares	Shares issued for cash to sophisticated and institutional investors.	\$0.04557	\$3,828,850 Motif Micro 2 nd merger cash consideration and partial settlement of Bracknor facility
31/1/2018	2,667,851 Shares	Shares issued for cash to sophisticated and institutional investors.	\$0.04557	\$121,574 Working capital
31/1/2018	22,000 Shares	Shares issued pursuant to Prospectus Susan and Benjamin Marshall	\$0.045	\$990 Working capital
15/2/2018	500,066 Shares	Shares issued as payment to service provider	\$0.04557	Non-Cash Deemed value \$22,788
5/3/2018	1,428,571 Shares	Shares issued as payment of consulting fee	\$0.035	Non-Cash Deemed value \$50,000

NOTICE OF ANNUAL GENERAL MEETING

5/3/2018	35,703,041 Shares	Shares issued for cash to sophisticated and institutional investors.	\$0.035	\$1,249,606 Working capital
5/3/2018	28,653,581 Options	Options issued to sophisticated and institutional investors.	\$0.00	N.A.
5/3/2018	28,653,581 Shares	Conversion of options, Shares issued to sophisticated and institutional investors.	\$0.001	\$28,654 Working capital
28/3/2018	31,342,857 Shares	Shares issued for cash to sophisticated and institutional investors.	\$0.035	\$1,097,000 Funding development of Motif Micro technology and working capital
12/4/2018	357,077 Shares	Shares issued as payment to service provider	\$0.035	Non-Cash Deemed value \$12,500

Compliance with Listing Rules 7.1A.4 and 3.10.5A

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give ASX:

- a) a list of the names of the persons to whom the Company issues the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- b) the information required by Listing Rule 3.10.5A for release to the market.

Voting exclusion

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting the Company has not invited and has not determined to invite any particular existing security holder or an identifiable class of existing security holders to participate in an offer under Listing Rule 7.1 A. Therefore, no existing security holder will be excluded from voting on Resolution 2.

Directors' recommendation:

The Board recommends that Shareholders vote in favour of Resolution 2.

2.3 RESOLUTIONS 3, 4, 5, and 6, RATIFICATION OF PRIOR ISSUES OF SECURITIES

Resolutions 3, 4, 5, and 6, seek approval from Shareholders for the prior issue of Shares and Options (**Securities**) that have occurred in the previous 12-month period that have not already been approved by Shareholders for the purposes of Listing Rule 7.1.

Listing Rule 7.1 prohibits a company from issuing securities representing more than 15% of its issued capital in any 12-month period without shareholder approval.

Under Listing Rule 7.4 where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

If Resolutions 3, 4, 5 and 6, are approved it will have the effect of refreshing the Company's ability to issue up to a further 15% of its capital under Listing Rule 7.1 during the next 12 months without the need to obtain prior shareholder approval.

The Company issued 32,604,192 Securities utilising its 15% annual placement capacity under Listing Rule 7.1.

Resolution 3

Name of the allottee:	Susan & Benjamin Marshall <BSM Superannuation Fund>
Date of issue:	31 January 2018
Number of securities that were allotted and issued:	22,000 Shares
Price at which the securities were issued:	\$0.045
Terms of securities:	Fully paid ordinary shares in accordance with Constitution
Purpose of the issue:	Shares issued pursuant to cleansing prospectus dated 23 /1/2018
Use (or intended use) of the funds raised:	Working Capital, \$990.00 raised

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3

NOTICE OF ANNUAL GENERAL MEETING

Resolution 4

Name of the allottees:	Sophisticated and professional investors listed in item 1 of Annexure 1
Number of securities that were allotted and issued:	882,258 Shares
Date of issue:	5 March 2018
Price at which the securities were issued:	\$0.035
Terms of securities:	Fully paid ordinary shares in accordance with Constitution
Purpose of the issue:	Portion of placement announced on 22/1/2018, to sophisticated investors not previously approved by shareholders, \$30,879 raised.
Use (or intended use) of the funds raised:	Assist in funding Motif Micro technology development

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4

Resolution 5

Name of the allottees:	Sophisticated and professional investors listed in item 2 of Annexure 1
Number of securities that were allotted and issued:	31,342,857 Shares
Date of issue:	27 March 2018
Price at which the securities were issued:	A\$0.035 per Share
Terms of securities:	Fully paid ordinary shares in accordance with Constitution
Purpose of the issue:	Placement to sophisticated investors announced on 26/3/2018, \$1,097,000 raised
Use (or intended use) of the funds raised:	Funding development of Motif Micro technology and working capital

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5

Resolution 6

Name of the allottee:	Acuity Capital Investment Management ATF Acuity Capital Holdings Trust
Number of securities that were allotted and issued:	357,077 Shares
Date of issue:	11 April 2018
Price at which the securities were deemed to be issued:	A\$0.035 per Share
Terms of securities:	Fully paid ordinary shares in accordance with Constitution
Purpose of the issue:	Payment of Advisor Fee for advice on capital raising management strategies of \$12,500 by issuance of Shares
Use (or intended use) of the funds raised:	No funds raised

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

2.4 RESOLUTION 7 RE-ELECTION OF DIRECTOR (MR GERARD EAKIN)

Mr Eakin was first appointed to the Board on 4 March 2016 pursuant to clause 58.1 of the Company's constitution his appointment being confirmed at the 2016 AGM he now retires in accordance with clause 60 of the Constitution and, being eligible offers himself for re-election

Mr Eakin has had a 30 year-plus career in Australian equities in both portfolio management and equity research. His focus has been identifying and supporting young companies with superior potential. He is the founder of Manifest Capital Management and manages Australian equity portfolios for a select group of high net worth investors.

Previously, he was the Head of Australian Equities at Rothschild Australia Asset Management managing funds of approximately \$3 billion and the Head of Smaller Companies Research at JP Morgan/Ord Minnett and Merrill Lynch

Directors' Recommendation:

The Board (other than Mr Gerard Eakin) recommends the election of Mr Gerard Eakin.

2.5 RESOLUTION 8 BOARD SPILL MEETING

This resolution is a 'conditional resolution'. It will only be put to the Annual General Meeting if at least 25% of the votes cast on Resolution 1 to adopt the 2017 Remuneration Report are cast against the motion.

The Corporations Act provides that, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive annual general meetings are against adoption, members be given the opportunity to vote on a resolution in the form of Resolution 10 (at the second meeting the "two strikes rule") At the Company's last Annual General Meeting 29.5% of votes cast were against

NOTICE OF ANNUAL GENERAL MEETING

adoption of the Remuneration Report. This constitutes a first strike. Accordingly, Resolution 10 will only need to be put to the Annual General Meeting if there is a second strike of at least 25% of the votes cast, or likely to be cast, are against adopting the 2017 Remuneration Report.

If put, this resolution will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes cast by or on behalf of shareholders entitled to vote on the matter. If this resolution is passed, then the Company must hold a further general meeting (Spill Meeting) within 90 days after the Annual General Meeting to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course.

If a Spill Meeting is held, the following Directors (**the Relevant Directors**) will automatically cease to hold office as Directors of the Company at the conclusion of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at that meeting:

Gerard Eakin

Su (George Su

Even if Gerard Eakin who is seeking re-election at this year's AGM is re-elected at the AGM, he will still need to re-elected at the Spill Meeting to remain in office after the Spill Meeting.

Each of the Relevant Directors would be eligible to seek re-election at the Spill Meeting. However, there is no assurance that any would so do.

Directors' Recommendation:

The Board unanimously recommend that shareholders vote **AGAINST** Resolution 8 if it is put to the meeting. **The Chairman of the AGM intends to vote all 'open' proxies AGAINST Resolution 8, if it is put to the meeting.**



Robert Whitton
Company Secretary

3. GLOSSARY

Annual General Meeting means the meeting convened by the Notice.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited.

\$ means Australian Dollars.

Board means the board of directors of the Company.

Company or YPB means YPB Group Limited (ACN:108 649 421).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Listing Rule means a Listing Rule of ASX.

Notice means the Notice of Meeting accompanying this Explanatory Memorandum.

Proxy Form means the proxy form for the Annual General Meeting accompanying the Notice.

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

VWAP means the volume weighted average share price of the Shares traded on ASX (excluding special crossings, crossing made prior to the commencement of normal trading, crossings made during the closing phase or the after hours adjust phase, overseas trades and overnight crossings or trades pursuant to the exercise of any options or other securities convertible into the Shares)

Annexure 1**Item 1**

Alan Dale Holdings P/L	551,239
Skinnsco P/L <Inns Superannuation Fund>	55,124
Micjud P/L <Chester Super Fund>	275,895

Item 2

Jojo Enterprises P/L <SFI Family A/C>	4,285,714
Mrs Lynne Oliva Factor	428,571
Mr Noel Russell Cameron	285,714
Sutterby Super P/L	428,571
Graham John Walker	714,286
N Reilly Investments P/L <Nick Reilly A/C>	200,000
Mr Joe Garrefa & Carmel Garrefa <Garrefa Fam Ret Fund A/C>	100,000
Mr Duy Tuong Tang	200,000
Acuerdo P/L	171,429
Freedom Trader P/L	342,857
Mrs Lynne Olivia Factor	271,429
1215 Capital P/L	2,400,000
Citicorp Nominees P/L A/c Global Partners for Citypoint Capital Management	1,428,571
Jathro P/L <Imon A/C>	371,429
Buprestid P/L <Hanlon Family Super Fund A/C>	514,286
Melbard Nominees P/L <Suspense – NSB A/C>	19,200,000



YPB Group Ltd.
ABN 68 108 649 421

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 11:00am AEST on Tuesday 29 May 2018.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/ypbagm2018
- 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 **11:00am AEST on Tuesday 29 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/ypbagm2018

📠 **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.

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 **YPB Group Ltd** (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 **YPB Group Ltd** to be held at **Boardroom Pty Ltd, Grosvenor Place, Level 12, 225 George Street, Sydney NSW 2000 on Thursday 31 May 2018 at 11:00am 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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 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 Resolutions 1 – 7 and against Resolution 8. 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 resolution.

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*
Resolution 1	Adoption of Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Additional Capacity to Issue Shares Under Listing Rule 7.1A (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue of Shares (22,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of Shares (882,258)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Prior Issue of Shares (31,342,857)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Prior Issue of Shares (357,077)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	To Re-elect Mr Gerard Eakin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Conditional Board Spill Meeting	<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