



9 August 2017

## NOTICE OF ANNUAL GENERAL MEETING

Tianmei Beverage Group Corporation Limited (ASX:TB8) (“Tianmei” or the “Company”) advises that its first Annual General Meeting (“AGM”) post listing on the ASX would be held at 10:00am China Time (12:00pm AEST) on 8 September 2017 at the Baiyun Hotel in Guangzhou, China.

The Company will also organise a video conferencing facility at the offices of Invigor Group Limited on Level 16, 56 Pitt Street Sydney NSW 2000, and encourage the Australian shareholders to attend the AGM via video conferencing.

The notice of AGM and remuneration report are attached with this announcement. Shareholders will receive a personalised proxy form for voting.

**ENDS**

**Nicholas Ong**

Director & Company Secretary

On behalf of the Board of Tianmei Beverage Group Corporation Limited

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**TIANMEI BEVERAGE GROUP CORPORATION LIMITED**

**ACN 611 845 811**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10:00am China time (12:00pm AEST)

**DATE:** 8 September 2017

**PLACE:** Baiyun Hotel  
No. 367 Huanshi East Road,  
Guangzhou, China

Australian shareholders are invited to participate via video conferencing at:  
The offices of Invigor Group Limited  
Level 16, 56 Pitt Street,  
Sydney NSW 2000

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9486 4036*

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**CONTENTS PAGE**

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Business of the Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	9
Proxy Form	Enclosed

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**IMPORTANT INFORMATION**

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**TIME AND PLACE OF MEETING**

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Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am China time (12:00pm AEST) on 8 September 2017 at:

Baiyun Hotel  
No. 367 Huanshi East Road  
Guangzhou, China

Australian shareholders are invited to participate the Annual General Meeting via video conferencing at:

The offices of Invigor Group Limited  
Level 16, 56 Pitt Street,  
Sydney NSW 2000

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**YOUR VOTE IS IMPORTANT**

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The business of the Annual General Meeting affects your shareholding and your vote is important.

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**VOTING ELIGIBILITY**

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The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5:00pm China Time (7:00pm AEST) on 6 September 2017.

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**VOTING IN PERSON**

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

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**VOTING BY PROXY**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
  - the proxy need not be a member of the Company; and
  - a member 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, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
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Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

#### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

#### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

#### ***Voting Prohibition***

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on Resolution 1 if the person is either:

- a member of the Key Management Personnel of the Company; or
- a Closely Related Party of such a member, and
- the appointment does not specify the way the proxy is to vote on Resolution 1.

However, the prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 November 2016 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the auditor's report.

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#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, 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 attached to this notice of AGM for the financial year ended 30 November 2016."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR PLACEMENT OF SHARES TO HUI LI AND PAN ZHANG

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

*"That, for the purpose of the ASX Listing Rule 7.4, the Shareholders ratify and approve the issue of 10,000,000 fully paid ordinary shares (**Shares**) to Hui Li and Pan Zhang (each subscribing 5,000,000 Shares) for a total amount of \$2,000,000 at a price of \$0.20 per Share."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the placement and any associates of those persons. However, the Company need not disregard a vote if 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, it is cast by the Chair 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.

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**3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR ANTHONY SHERLOCK**

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

*"That Mr Anthony Sherlock, having been appointed by the directors on 30 August 2016 until this Annual General Meeting, retires in accordance with clause 12.8 of the Constitution and, having offered himself for re-election and being eligible, is re-elected as a Director."*

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**4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – CHEN CHIK (NICHOLAS) ONG**

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

*"That Mr Chen Chik (Nicholas) Ong, having been appointed by the directors on 8 September 2016 until this Annual General Meeting, retires in accordance with clause 12.8 of the Constitution and, having offered himself for re-election and being eligible, is re-elected as a Director."*

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**5. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR XIAORAN ZHANG**

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

*"That Mr Xiaoran Zhang, having been appointed by the directors on 24 May 2016 until this Annual General Meeting, retires in accordance with clause 12.8 of the Constitution and, having offered himself for re-election and being eligible, is re-elected as a Director."*

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**6. RESOLUTION 6 – ELECTION OF DIRECTOR – MS KAREN HAN**

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

*"That Ms Karen Han, being eligible for election in accordance with clause 12.6 of the Constitution, be elected as a Director."*

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**DATED: 9 AUGUST 2017**

**BY ORDER OF THE BOARD**

**MR CHEN CHIK (NICHOLAS) ONG  
COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 November 2016 together with the declaration of the directors, the Directors' Report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.tianmei.com.au](http://www.tianmei.com.au) or by contacting the Company on +61 (8) 9486 4036.

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The Remuneration Report is as attached to this notice of AGM.

The Chair of the meeting will allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

#### 2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a 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 (other than the managing director) who were in office at the date of approval of the applicable directors' report (**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 most recent 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.

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.

## **2.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

## **2.4 Chair voting undirected proxies**

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

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## **3. RESOLUTION 2 – RATIFICATION OF PRIOR PLACEMENT OF SHARES TO HUI LI AND PAN ZHANG**

### **3.1 Background**

On 27 July 2017, the Board resolved to enter into placement agreements with Hui Li and Pan Zhang, under which Hui Li and Pan Zhang would subscribe for a total of 10,000,000 fully paid ordinary shares (**Shares**) (each subscribing 5,000,000 Shares) in the Company for a total amount of \$2,000,000 at a price of \$0.20 per Share (**Placement**).

On 28 July 2017, pursuant to ASX Listing Rule 7.1, the Company successfully completed the Placement and the Shares were allotted.

### **3.2 ASX Listing Rule 7.1**

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% Limit**), unless an exception applies. In undertaking the Placement, the Company has not exceeded this 15% Limit.

### **3.3 ASX Listing Rule 7.4**

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without approval under ASX Listing Rule 7.1, provided that the previous issue of securities did not breach the 15% Limit. The effect of such ratification is to restore the Company's maximum discretionary power to issue further Shares up to 15% of the issued capital of the Company without requiring shareholder approval.

### **3.4 ASX Listing Rule 7.5**

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) the total number of securities issued was 10,000,000 fully paid ordinary Shares;
- (b) the price at which the securities were issued was \$0.20 per Share;
- (c) the Shares were all fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Hui Li and Pan Zhang on 28 July 2017, with each subscribing for 5,000,000 Shares each; and

(e) the funds raised from the issue of the Shares were used to increase the Company's working capital.

The Board unanimously supports the ratification of the Placement. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1.

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#### **4. RESOLUTIONS 3 – RE-ELECTION OF DIRECTORS – MR ANTHONY SHERLOCK**

Clause 12.7 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Sherlock, who was appointed to the Board on 30 August 2016 retires at this Annual General Meeting in accordance with clause 12.8 of the Constitution, and being eligible, seeks re-election at the Meeting.

Details of Mr Sherlock's background and experience are set out in the Annual Report.

The Board (other than Mr Sherlock) unanimously supports the re-election of Mr Sherlock.

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#### **5. RESOLUTIONS 4 – RE-ELECTION OF DIRECTORS – MR CHEN CHIK (NICHOLAS) ONG**

Clause 12.7 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in

Mr Ong, who was appointed to the Board on 8 September 2016 retires at this Annual General Meeting in accordance with clause 12.8 of the Constitution, and being eligible, seeks re-election at the Meeting.

Details of Mr Ong's background and experience are set out in the Annual Report.

The Board (other than Mr Ong) unanimously supports the re-election of Mr Ong.

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#### **6. RESOLUTION 5 – RE-ELECTION OF DIRECTORS – MR XIAORAN ZHANG**

Clause 12.7 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Zhang, who was appointed to the Board on 24 May 2016 retires at this Annual General Meeting in accordance with clause 12.8 of the Constitution, and being eligible, seeks re-election at the Meeting.

Details of Mr Zhang's background and experience are set out in the Annual Report.

The Board (other than Mr Zhang) unanimously supports the re-election of Mr Zhang.

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**7. RESOLUTION 6 – ELECTION OF DIRECTORS – MS KAREN HAN**

Clause 12.7 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Han, being eligible for election in accordance with clause 12.6 of the Constitution, seeks election at the Meeting.

Details of Ms Han's background and experience are set out in an announcement dated 1 May 2017, lodged with the ASX.

The Board (other than Ms Han) unanimously supports the election of Ms Han.

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**8. ENQUIRIES**

Shareholders are required to contact the Company Secretary, Mr Chen Chik (Nicholas) Ong, on (+61 8) 9486 4036 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Chair** means the Chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

**Company** means Tianmei Beverage Group Corporation Limited (ACN 611 845 811).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the Remuneration Report as attached to this notice of AGM.

**Resolutions** means the resolutions set out in this Notice, or any one of them, as the context requires.

**Section** means a section contained in this Explanatory Memorandum.

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

**Shareholder** means a holder of a Share.

**PROXY FORM**

**APPOINTMENT OF PROXY  
TIANMEI BEVERAGE GROUP CORPORATION LIMITED  
ACN 611 845 811**

**Lodge your vote:**



**By Mail:**

Tianmei Beverage Group Corporation Limited  
C/- Advanced Share Registry Limited  
PO Box 1156  
Nedlands WA 6909

Alternatively you can fax your form to  
Facsimile: +61 (0) 8 9262 3723

For Online Vote

<https://www.advancedshare.com.au/home>

**For all enquiries call:**

Telephone: +61 (0) 8 9389 8033

Email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

**ANNUAL GENERAL MEETING**

I/We

of

being a member of Tianmei Beverage Group Corporation Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given the Chairman intends to vote in favour of each item of business, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 10:00am China Time (12:00pm AEST), on 8 September 2017 at Baiyun Hotel, No. 367 Huanshi East Road, Guangzhou, China, and at any adjournment thereof.

**Voting on Business of the Annual General Meeting**

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratification of Prior Placement of Shares to Hui Li and Pan Zhang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Director – Mr Anthony Sherlock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Re-election of Director – Mr Chen Chik (Nicholas) Ong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Re-election of Director – Mr Xiaoran Zhang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Election of Director – Ms Karen Han	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

**Important for Resolution 1**

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1. If the Chair of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_ %

**Signature of Member(s):**

**Date:** \_\_\_\_\_

**Individual or Member 1**

**Member 2**

**Member 3**

**Sole Director/Company Secretary**

**Director**

**Director/Company Secretary**

**Contact Name:** \_\_\_\_\_ **Contact Ph (daytime):** \_\_\_\_\_

**TIANMEI BEVERAGE GROUP CORPORATION LIMITED**  
**ACN 611 845 811**

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at an Annual General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If the member is entitled to cast 2 or more votes at the meeting, the member may appoint a second proxy to attend and vote on their behalf at the meeting. However, where both proxies attend the meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A member who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointments do not specify the proportion or number of the member's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
  - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Advanced Share Registry, PO Box 1156, Nedlands WA 6909; or
  - (b) facsimile to the Company's share registry on facsimile number (+61 8) 9262 3723, so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy forms received later than this time will be invalid.**



**CHECK OUT OUR WEBSITE at**  
**[www.advancedshare.com.au](http://www.advancedshare.com.au)**

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online

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## Remuneration Report

The directors present the Tianmei Beverage Group Corporation Limited 2016 Remuneration report, outlining key aspects of our remuneration policy and framework, and remuneration awarded this year.

The report is structured as follows:

- Key Management Personnel (KMP) covered in this report
- Principles used to determine the nature and amount of remuneration
- Details of the remuneration
- Contractual arrangements for executive
- Non-executive director arrangements
- Share-based compensation
- Additional disclosures relating to KMP

### a) *Key management personnel covered in this report*

<b>Name</b>	<b>Position</b>
<i>Non-executive and executive directors and key management personnel</i>	
Anthony Gardiner Sherlock	Non-Executive Chairman (appointed 25 August 2016)
Chen Chik Ong	Non-Executive Director & Company Secretary (appointed 25 August 2016)
Songpei Guo	Executive Director, Chief Executive Officer (appointed 06 May 2016)
Han Xu	Executive Director (appointed 06 May 2016)
Xiaoran Zhang	Non-executive Director (appointed 06 May 2016)
Zuliang Xu	Chief Engineer
Xian Li	Logistic Manager
Jifen Liu	Marketing Director
Ru Liu	General Manager
Haoyun Tang	Designing Director
Haiping Wu	HR Director

### b) *Principles used to determine the nature and amount of remuneration*

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and conforms to the market best practice for delivery of reward. The Board of Directors ("the Board") seeks to ensure that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Nomination and Remuneration Committee is responsible for determining and reviewing remuneration arrangements for the Company's directors and executives. The performance of the Group depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The aim of the Nomination and Remuneration Committee is to structure a remuneration framework that is market competitive and complementary to the reward strategy and goals of the Group.

In accordance with best practice corporate governance, the structure of non-executive directors and executive remuneration are separate.

#### *Non-executive directors remuneration*

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, these directors. Non-executive directors' fees and payments are reviewed annually by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to determination of his own remuneration.

Under ASX listing rules the total amount paid to all Non-executive directors must not exceed in total in any financial year the amount fixed in a general meeting of the company. This amount is currently \$195,000 per annum. Non-executive directors may be paid such additional or special remuneration as the Directors decide is appropriate where a director performs extra work or services which are not in their capacity as a Director of the Company. All Directors fees include superannuation at the statutory rate if applicable. There are no retirement benefit schemes for directors other than statutory superannuation contributions.

#### *Executive remuneration*

The Group aims to reward executives with a level and mix of remuneration based on their position and responsibility, which has both fixed and variable components.

The executive remuneration and reward framework has the following components:

- base pay and non-monetary benefits
- performance incentives

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Nomination and Remuneration Committee, based on individual and business unit performance, the overall performance of the Group and comparable market remunerations.

#### *Voting and comments made at the last year's Annual General Meeting ('AGM')*

The Company has yet to present a Remuneration Report before an AGM for approval as this is the first full remuneration report before listing on the ASX.

#### **c) Details of the remuneration**

The following table shows details of the remuneration expense recognised for the Group's executive key management personnel for the current financial year measured in accordance with the requirements of the accounting standards.

##### **Year ended 30 November 2016**

	Cash salary and fees	Short-term benefits		Social security contributions	Post-employment benefits Super- annuation	Long-term benefits Long service leave	Share-based payments Equity- settled	Total
	\$	Bonus \$	Non- monetary \$	\$	\$	\$	\$	\$
<i>Non-executive directors</i>								
Anthony Sherlock	-	-	-	-	-	-	-	-
Chen Chik Ong	-	-	-	-	-	-	-	-
Xiaoran Zhang	22,543	-	-	-	-	-	-	22,543
<i>Executives directors</i>								
Songpei Guo*	14,346	-	-	1,481	-	-	-	15,827
Han Xu*	25,618	-	-	2,104	-	-	-	27,722
<i>Other key management personnel:</i>								
Zuliang Xu*	-	-	-	-	-	-	1,200,000	1,200,000
Xian Li*	9,837	-	-	1,689	-	-	240,000	251,526
Jifen Liu*	13,116	-	-	1,481	-	-	240,000	254,597
Ru Liu*	25,823	-	-	2,520	-	-	240,000	268,343
Haoyun Tang*	13,526	-	-	2,520	-	-	240,000	256,046
Haiping Wu*	13,526	-	-	2,520	-	-	240,000	256,046
	138,335	-	-	14,315	-	-	2,400,000	2,552,668

\* Those directors and key management personnel are remunerated in Renmenbi. The figures shown have been converted to AUD using an average exchange rate (AUD:RMB) of 4.8794 during the year ended 30 November 2016.

##### **Year ended 30 November 2015**

	Cash salary and fees	Short-term benefits		Social security contributions	Post-employment benefits Super- annuation	Long-term benefits Long service leave	Share-based payments Equity- settled	Total
		Bonus	Non- monetary					

	\$	\$	\$	\$	\$	\$	\$	\$
<i>Executive directors</i>								
Han Xu**	6,117	-	-	612	-	-	-	6,729
<i>Other key management personnel:</i>								
Ru Liu**	18,352	-	-	1,852	-	-	-	20,204
Haoyun Tang**	6,117	-	-	1,034	-	-	-	7,151
Haiping Wu**	6,117	-	-	1,034	-	-	-	7,151
	36703	-	-	4,532	-	-	-	41,235

\*\* The director and key management personnel was remunerated in Renmenbi. The figures shown have been converted to AUD using an average exchange rate (AUD:RMB) of 4.904 during the year ended 30 November 2015.

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration	At risk – Short-term Incentives	At risk – Long-term Incentives
	2016 & 2015	2016 & 2015	2016 & 2015
Anthony Sherlock	100%	-%	-%
Chen Chik Ong	100%	-%	-%
Songpei Guo	100%	-%	-%
Han Xu	100%	-%	-%
Xiaoran Zhang	100%	-%	-%

**d) Contractual arrangements for executive KMP**

Remuneration and other terms of employment for executive members of key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name: Han Xu  
Title: Executive Director  
Agreement commenced: 06 May 2016  
Term of agreement: 3 years  
Details: From 6 May 2016, Ms Xu received an annual fixed remuneration of \$40,000. Pursuant to Ms Xu's executive contract, Ms Xu may resign from her position by giving 6 months' notice in writing or by making in lieu of notice. In the event of serious misconduct or other specific circumstances warranting summary dismissal, Ms Xu's employment contract may be terminated immediately by notice in writing and without payment in lieu of notice. Upon the termination of Ms Xu's executive contract (whether by resignation or termination), Ms Xu will be subject to a restraint of trade period of up to 12 months. The restraint of trade period may be reduced or eliminated in its entirety at the discretion of the Company.

Name: Songpei Guo  
Title: Executive director, Chief Executive Officer  
Agreement commenced: 6 May 2016  
Term of agreement: 3 years  
Details: From 6 May 2016, Mr Guo received an annual fixed remuneration of \$40,000. Pursuant to Mr Guo's executive contract, Mr Guo may resign from his position by giving 6 months' notice in writing or by making in lieu of notice. In the event of serious misconduct or other specific circumstances warranting summary dismissal, Mr Guo's employment contract may be terminated immediately by notice in writing and without payment in lieu of notice. Upon the termination of Mr Guo's executive contract (whether by resignation or termination), Mr Guo will be subject to a restraint of trade period of up to 12 months. The restraint of trade period may be reduced or eliminated in its entirety at the discretion of the Company.

Name: Anthony Gardiner Sherlock  
 Title: Non-executive Director  
 Agreement commenced: 30 August 2016  
 Term of agreement: Not fixed  
 Details: Annual fee of \$80,000 from the date of successful listing

Name: Chen Chik Ong<sup>^</sup>  
 Title: Non-executive Director  
 Agreement commenced: 8 September 2016  
 Term of agreement: Not fixed  
 Details: Annual fee of \$45,000 from the date of successful listing

Name: Xiaoran Zhang  
 Title: Non-executive Director  
 Agreement commenced: 24 May 2016  
 Term of agreement: 3 years  
 Details: Annual fee of \$45,000

<sup>^</sup> Mr Ong also serves as the Company's Company Secretary and Public Officer for which he is paid an additional \$35,000 per annum.

**e) Share-based compensation**

*Issue of shares*

Details of shares issued to directors and other key management personnel as part of compensation during the year ended 30 November 2016 are set out below:

Name	Date	No of shares	Issue price	Fair value at grant date
			\$	\$
Xian Li	6 May 2016	1,200,000	\$0.20	240,000
Jifen Liu	6 May 2016	1,200,000	\$0.20	240,000
Ru Liu	6 May 2016	1,200,000	\$0.20	240,000
Haoyun Tang	6 May 2016	1,200,000	\$0.20	240,000
Haiping Wu	6 May 2016	1,200,000	\$0.20	240,000
Zuliang Xu	6 May 2016	6,000,000	\$0.20	1,200,000

*Options*

There were no options over ordinary shares granted to, or that vested, with directors and other key management personnel as part of compensation during the year ended 30 November 2016.

**f) Additional disclosures relating to key management personnel**

*Shareholding*

The number of shares in the Company held during the financial year by each director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
<i>Ordinary shares</i>					
Anthony Gardiner Sherlock	-	-	-	-	-
Chen Chik Ong	-	-	-	-	-
Songpei Guo	-	-	-	-	-
Xiaoran Zhang	-	-	-	-	-
Han Xu *	-	-	36,000,000	-	36,000,000
Zuling Xu *	-	6,000,000	-	-	6,000,000
Xian Li	-	1,200,000	-	-	1,200,000

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Jifen Liu	-	1,200,000	-	-	1,200,000
Ru Liu	-	1,200,000	-	-	1,200,000
Haoyun Tang	-	1,200,000	-	-	1,200,000
Haiping Wu	-	1,200,000	-	-	1,200,000
	-	12,000,000	36,000,000	-	48,000,000

\*Shares issued due to the Group restructuring during the financial year.

**END OF REMUNERATION REPORT**