



**Emperor Range Group Limited**

ACN 161 234 395

**NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at Level 7, 420 King William Street, Adelaide, SA 5000 on Monday 29 May 2017 at 2:00 pm (ACST)**

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY

If you are in doubt as to what to do with this document please contact your legal, financial or other professional advisor immediately

## SECTION 1 - NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Emperor Range Group Limited (**Company**) will be held at Level 7, 420 King William Street, Adelaide, SA 5000 on Monday 29 May 2017 at 2:00pm (ACST)(**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. This Explanatory Memorandum and the Proxy Form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday 27 May at 2.00pm (ACST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 3.

## AGENDA

<b>1</b>	<b>Adoption of Remuneration Report</b>  To consider and, if thought fit, to pass, with or without amendment, the following ordinary resolution:  “That the Company adopt the Remuneration Report for the year ended 31 December 2016 as set out in the Company’s Annual Report for the year ended 31 December 2016.”
<b>2</b>	<b>Re-Election of Yu Min as a Director</b>  To consider and, if thought fit, to pass, with or without amendment, the following ordinary resolution:  “That Mr Yu, appointed at incorporation on 16 February 2015 and being eligible, is confirmed as a Director of the Company”.
<b>3</b>	<b>Re-Election of Sherry Tao Xue as a Director</b>  To consider and, if thought fit, to pass, with or without amendment, the following ordinary resolution:  “That Ms Xue, appointed at incorporation on 4 May 2015 and being eligible, is confirmed as a Director of the Company”.

Dated 26 April 2017

### BY ORDER OF THE BOARD

Mr Chen Yuhan  
Chairman  
Emperor Range Group Limited

NOTES:

**1. Explanatory Memorandum**

Further details of the Resolutions in this Notice of Meeting are contained in the Explanatory Memorandum accompanying this Notice of Meeting. The Explanatory Memorandum should be read together with, and forms part of, this Notice of Meeting.

**2. Voting Exclusion Statement**

**Resolution 1**

A vote on Resolution 1 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 described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- b) the person is the chair of the meeting and the appointment of the chair as proxy:
  - i) does not specify the way the proxy is to vote on the resolution; and
  - ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

**3. Proxies**

Shareholders unable to attend the Meeting can complete the Proxy Form contained in this Notice of Meeting. The form must be received by the Company at the address or the facsimile number indicated on the Proxy Form no later than Saturday 27 May 2017 at 2:00 pm (ACST).

In accordance with the Corporations Act, a person's entitlement to vote at the Annual General Meeting will be determined by reference to the number of fully paid ordinary shares registered in the name of that person (reflected in the register of members) as at Saturday 27 May 2017 at 2:00 pm (ACST). Members that do not hold shares at this time will be ineligible to vote at the meeting.

Shareholders unable to attend the Meeting are urged to complete the attached Proxy Form and return it to the Company in accordance with Note 2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy. A proxy need not be a member of the Company. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise half of the votes. Proxies must be lodged at the registered office of the Company or the Company's share registry, no later than forty-eight hours before the meeting or adjourned meeting. A proxy form together with a return addressed envelope is provided with this notice.

Members will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company including the opportunity to ask questions of the Company's auditor. Members are invited to submit any questions to the Company no later than 5 business days before the meeting.

#### **4. Voting In Person**

Shareholders who plan to attend the Meeting are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that we may check the shareholding against the Share Register and note attendances.

In order to vote in person at the Meeting, a corporation that is a shareholder or a proxy may appoint an individual to act as its representative. The appointment must comply with the requirements of Section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed.

## **SECTION 2 - EXPLANATORY MEMORANDUM**

### **Introduction**

This Explanatory Memorandum has been prepared for the information of shareholders in connection with the business to be conducted at a meeting of the Company to be held at Level 97, 420 King William Street, Adelaide, SA 5000 on Monday 29 May 2017 at 2:00pm (ACST).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice of Meeting. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

### **Action to be taken by Shareholders**

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### **1) Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- b) A proxy need not be a member of the Company; and
- c) A member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

<b>1</b>	<p><b>Adoption of Remuneration Report</b></p> <p>The Annual Report for the year ended 31 December 2016 contains a Remuneration Report which sets out the remuneration policy of the Company.</p> <p>An electronic copy of the 2016 Annual Report is available to download or view on the Company's website at <a href="http://ergau.com/Annual_Report/">http://ergau.com/Annual_Report/</a>. The 2016 Annual Report has also been sent by post to those shareholders who have previously elected to receive a hard copy.</p> <p>Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 1 is advisory only and, subject to the matters outlined below, will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing</p>
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	<p>the Company's remuneration policy.</p> <p>Section 250R(4) of the Corporations Act prohibits a vote on this resolution being cast (in any capacity) by or on behalf of any of the following persons:</p> <ul style="list-style-type: none"> <li>a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or</li> <li>b) a Closely Related Party of such a member.</li> </ul> <p>However, under section 250R(5) of the Corporations Act a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or</li> <li>b) the person is the chair of the meeting and the appointment of the chair as proxy: <ul style="list-style-type: none"> <li>i) does not specify the way the proxy is to vote on the resolution; and</li> <li>ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.</li> </ul> </li> </ul> <p><u>Please note that if the chair of the meeting is your proxy (or becomes your proxy by default), you expressly authorise the chair to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the chair. If you appoint the chair as your proxy you can direct the chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.</u></p> <p>The chair intends to vote undirected proxies in favour of Resolution 1.</p> <p>Resolution 1 is an ordinary resolution.</p> <p>Please also note that under sections 250U and 250V of the Corporations Act, if at two consecutive annual general meetings of a listed company at least 25% of votes cast on a resolution that the remuneration report be adopted are against adoption of the report, at the second of these annual general meetings there must be put to the vote a resolution that another meeting be held within 90 days at which all directors (except the managing director) who were directors at the date the remuneration report was approved at the second annual general meeting must stand for re-election. So, in summary, shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives 'two strikes'.</p>
<p><b>2</b></p>	<p><b>Re-Election of Yu Min as a Director</b></p> <p>In accordance with Listing Rule 14.4 and rule 6.1 of the Constitution at every annual general meeting one third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one third (excluding those who retire under rule 9.2 of the Constitution) must retire from office and are eligible for re-election. Accordingly, Mr Yu Min as a Director of the Company and, being eligible, offers himself for re-election.</p>

	<p>A resume for Mr Yu follows:</p> <p><b>Yu Min</b> (Non-Executive Director)</p> <p>Mr Yu has over 20 years' experience in senior management positions and 10 years' experience in international trade, minerals and metals. Mr Yu has previously held the position of General Manager of Fujian Ningde Hydropower Construction Company, and has also served as Vice-President of Beijing Fuzhou Chamber of Commerce, Vice- President of Beijing Import and Export Association and Vice-President of China Investment Association.</p> <p>Mr Yu graduated from the School of Economics at Xiamen University and holds an Economics and Management Major from Russia State Transport University.</p> <p>This resolution is an ordinary resolution.</p> <p><b>The Directors of the Company (with Mr Yu abstaining) unanimously recommend to all Members that they vote in favour of this Resolution.</b></p> <p>The chair intends to vote undirected proxies in favour of this resolution.</p>
<b>3</b>	<p><b>Re-Election of Sherry Tao Xue as a Director</b></p> <p>In accordance with Listing Rule 14.4 and rule 6.1 of the Constitution at every annual general meeting one third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one third (excluding those who retire under rule 9.2 of the Constitution) must retire from office and are eligible for re-election. Accordingly, Ms Xue as a Director of the Company and, being eligible, offers herself for re-election.</p> <p>A resume for Ms Xue follows:</p> <p><b>Sherry Tao Xue</b> (Non-Executive Director)</p> <p>Sherry Tao Xue, has over 20 years' experience in investment banking both in Australia and China. She has a wealth of experience in Initial Public Offerings, mergers &amp; acquisitions and corporate adviser. She has at senior management levels with companies including China Commodity Futures Exchange, China Galaxy Securities Corporation, one of Singapore's commercial banks and 2 unlisted public companies in Australia. She is an economics graduate with Doctorate, Master and Bachelor degrees from Zhejiang University in China. She has also been awarded the Certificate in Governance Practice and Administration by Chartered Secretaries and Administrators.</p> <p>This resolution is an ordinary resolution.</p> <p><b>The Directors of the Company (with Ms Xue abstaining) unanimously recommend to all Members that they vote in favour of this Resolution.</b></p> <p>The chair intends to vote undirected proxies in favour of this resolution.</p>

Shareholders are encouraged to contact Sherry Tao Xue on 03 9654 1988 if they have any queries in respect of matters set out in these documents.

Mr Chen Yuhan  
Chairman  
Emperor Range Group Limited

### SECTION 3 - DEFINITIONS

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Board** means the board of Directors.

**Chairman** means the chairman of this Meeting.

**Company** means Emperor Range Group Limited (ACN 161 234 395)

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

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

**Meeting** has the meaning in the introductory paragraph of this Notice.

**Notice** means this notice of meeting.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution contained in this Notice.

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

**Shareholder** means a shareholder of the Company.





#### 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](http://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 2:00pm (ACST) on Saturday 27 May 2017.**

### 🖨 TO VOTE ONLINE

- STEP 1:** VISIT [www.votingonline.com.au/erxagm2017](http://www.votingonline.com.au/erxagm2017)
- 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 security holder 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 **2:00 pm (ACST) on Saturday 27 May 2017**. 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	<a href="http://www.votingonline.com.au/erxagm2017">www.votingonline.com.au/erxagm2017</a>
📠 By Fax	+ 61 2 9290 9655
✉ By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
👤 In Person	Level 12, 225 George St Sydney NSW 2000

#### 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 **Emperor Range Group Limited** (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 shareholder) 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 the Company to be held at **Level 9, 420 King William Street, Adelaide, SA 5000 on Monday 29 May 2017 at 2:00 pm (ACST)** 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.

**Chairman authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman 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 Chairman 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 key management personnel for Emperor Range Group Limited.

**The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1).** 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 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Yu Min as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Sherry Tao Xue as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SHAREHOLDERS**

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 / / 2017