



XPD SOCCER GEAR GROUP LIMITED

ACN 169 695 283

NOTICE OF ANNUAL GENERAL MEETING

Time: 2:30pm AEST
Date: Monday 29 May 2017
Place: Offices of Grant Thornton Australia
The Rialto, Level 30
525 Collins Street, Melbourne, VIC 3000, Australia,

This Notice of Annual General Meeting is an important document and should be read in its entirety. If you are in doubt as to what you should do, please consult your professional adviser without delay.

NOTICE OF ANNUAL GENERAL MEETING
XPD SOCCER GEAR GROUP LIMITED
ACN 169 695 283

Notice is given that the **Annual General Meeting (Meeting)** of XPD Soccer Gear Group Limited (the **Company**) will be held at the offices of Grant Thornton, the Rialto, Level 30, 525 Collins Street, Melbourne, VIC 3000 Australia on Monday 29 May 2017 commencing at 2:30pm AEST. Further details of each item of business to be considered at the Meeting are set out in the Explanatory Statement. Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company, together with the Directors' Report and the Auditor's Report, for the year ended 31 December 2016 as set out in the Annual Report.

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 December 2016 be adopted.”

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

Voting exclusion 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 whose remuneration are included in the remuneration report; or
- (b) a Closely Related Party of such member.

However, a person (the voter) described above may cast a vote on the 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 the resolution ; or
 - (d) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this resolution; and 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 Company's Key Management Personnel.
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2. Resolution 2 – Re-election of a Director - Mr Shui-Chiao Chang

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

"That Mr Shui-Chiao Chang, who retires in accordance with clause 11.1 of the Company's constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company."

3. Resolution 3 – Re-election of a Director - Ms Peiya Zhuang

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

"That Ms Peiya Zhuang, who retires by rotation in accordance with clause 11.4(b) of the Company's constitution and, being eligible, offers herself for re-election, be elected as a Director of the Company."

By order of the Board

A handwritten signature in black ink, appearing to read 'Andrew Smith', with a stylized, flowing script.

Andrew Smith

Chairman

21 April 2017

INFORMATION FOR SHAREHOLDERS

These notes and the Explanatory Statement form part of the **Notice of Meeting**.

NOTES

1. In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that, for the purpose of voting at the Annual General Meeting, those Shareholders that appear in the share register at 7:00pm (AEST) on Friday 26 May 2017 are entitled to attend and vote at the meeting.
2. If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
3. To vote by proxy, please complete and submit the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
4. A member who is entitled to vote at the meeting may appoint up to two proxies. A proxy need not be a member of the Company.
5. Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
6. The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act 2001 and the constitution of the Corporation.
7. To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy of that authority, must be received by the Company at least 48 hours before the meeting – that is not later than 2:30pm (AEST) on Saturday 27 May 2017. The proxy form may be submitted to the Company's share registry:

By fax: +61 2 9290 9655

Online: www.votingonline.com.au/xpdagm2017

By mail: Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

In person: Level 12, 225 George Street
Sydney NSW 2000 Australia

Any proxy form after this deadline including at the meeting will be treated as invalid.

8. If you appoint a member of the Company's Key Management Personnel (which includes each of the Directors) or one of their Closely Related Parties as your proxy, that person will not be able to cast your vote on Resolution 1 unless you direct the person how to vote or the Chairman of the meeting is your proxy.
9. If you appoint the Chairman of meeting as your proxy or the Chairman of the meeting becomes your proxy by default, and you do not direct the Chairman how to vote on Resolution 1, then by completing and submitting the proxy form you will be expressly authorising the Chairman of the meeting to exercise the proxy in respect of Resolution 1 even though the resolution is connected with the remuneration of the Company's Key Management Personnel.
10. The Chairman intends to vote all available proxies in favour of all resolutions, including Resolution 1.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting. This Explanatory Statement should be read with, and form part of, the accompanying Notice of Annual General Meeting.

1. FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

As required by the Corporations Act, the financial report, Directors' report and Auditor's report are laid before the meeting. Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports and the management of the Company. There is no requirement however for members to approve the reports.

2. RESOLUTION 1 – 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 Directors or 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 part of the Directors' report contained in the Annual Report of the Company for the financial year ending 31 December 2016. A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2.2. Proxy Restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

If you appoint a member of the Key Management Personnel as your proxy

If you elect to appoint a member of Key Management Personnel or a Closely Related Party of that member, ***you must direct the proxy how they are to vote***. Undirected proxies granted to these persons will not be included in any vote on Resolution 1.

If you appoint the Chair as your proxy

If you elect to appoint the Chair as your proxy, you ***do not*** need to direct the Chair how you wish them to exercise your vote on Resolution 1, however if you do not direct the Chair how to vote, ***you must tick the acknowledgement on the proxy form to acknowledge that the Chair may exercise their discretion in exercising your proxy even though Resolution 1 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, and you ***do not*** need to tick any further acknowledgement on the proxy form.

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

3. RESOLUTION 2 – RE-ELECTION OF SHUI-CHIAO CHANG

Clause 11.1 of the Company's constitution provides that at the annual general meeting in every year one-third of the Directors for the time being, or , if their number is not 3 nor a mutiple of 3, then the number nearest one-third, must retire from office. Clause 11.2 provides that a retiring director is eligible for re-election.

In accordance with the above, Mr SHUI-CHIAO CHANG, retires at the Meeting and, being eligible, offer himself for re-election at the Annual General Meeting.

Mr Shui-Chiao Chang is the founder of XPD Group and has played a vital role in the early development of XPD Group's business. Mr Chang is an experienced entrepreneur and has over 24 years of experience in the sportswear industry in China.

The Board of Directors (excluding the relevant candidate) unanimously recommends that Shareholders vote to in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF PEIYA ZHUANG

Clause 11.4(a) of the Company's constitution provides that the Directors may at any time appoint any 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 of Directors specified by the Constitution. Clause 11.4(b) of the Company's constitution provides that any Directors so appointed holds office only until the next general meeting and is then eligible for re-election.

In accordance with the above, Ms Peiya Zhuang retires at the Meeting and, being eligible, offer herself for re-election at the Annual General Meeting.

Ms Zhuang is the chief sales officer at XPD and is responsible for sales, marketing and managing distributors. Ms Zhuang has over 10 years of experience in marketing and sales in the sportswear sector in China. Ms Zhuang joined XPD in 2005 and holds a diploma of Footwear Design from Quanzhou Huaguang College.

The Board of Directors (excluding the relevant candidate) unanimously recommends that Shareholders vote to in favour of Resolution 3.

ENQUIRIES

Shareholders are invited to contact the Company on (03) 9909 7412 if they have any queries in respect of the matters set out in this Notice of Meeting or the Explanatory Statement.

GLOSSARY

\$ means the Australian dollars

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

Annual Report means the Financial Report, Directors Report and the Auditors Report.

ASX means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rule or **Listing Rules** means the Listing Rules of ASX

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that the ASX declares is not a business day.

Chair or Chairman means the person appointed to chair the meeting of the Company convened by this Notice.

Closely Related Party 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 or **XPD** means XPD Soccer Gear Group Limited (ACN 169 695 283).

Constitution means the Constitution of the Company as at the date of the Meeting.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the 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.

Explanatory Statement means this explanatory statement.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means a person 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.

Listing Rules means the listing rules of ASX.

Notice means this Notice of Annual General Meeting which this Explanatory Statement accompanies.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's Annual Report for the year ended 31 December 2016.

Resolution means a resolution referred to in this Notice.

Schedule means a schedule to the Notice.

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

Shareholder means a shareholder of the Company.

AEST means Australian Eastern Standard Time

In the Notice and this Explanatory Statement, words importing the singular include the plural and vice versa.



XPD Soccer Gear Group Limited

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 2:30pm (AEST) on Saturday 27 May 2017.**

💻 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/xpdagm2017

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 **2:30pm (AEST) 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** www.votingonline.com.au/xpdagm2017

📠 **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.

XPD Soccer Gear Group Limited

ACN 169 695 283

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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 **XPD Soccer Gear Group Limited** (Company) and entitled to attend and vote hereby appoint:

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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 the Company to be held at the **Offices of Grant Thornton Australia, The Rialto, Level 30, 525 Collins Street, Melbourne, VIC 3000 on Monday 29 May 2017 at 2:30pm (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 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 a Director - Mr Shui-Chiao Chang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of a Director - Ms Peiya Zhuang	<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 / / 2017