



Emperor Range Group Limited

ACN 161 234 395

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at the offices of Boardroom Pty Limited, Level 12, 225 George Street, Sydney, NSW 2000 on Tuesday 10 October 2017 at 11:00am (AEDT)

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

Emperor Range Group Limited

ACN 161 234 395

Notice of General Meeting

Notice is hereby given that a general meeting of the Shareholders of Emperor Range Group Limited will be held at the offices of Boardroom Pty Limited, Level 12, 225 George Street, Sydney, NSW 2000 on Tuesday 10 October 2017 at 11:00am (AEDT) **(Meeting)**.

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

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 11:00am (AEDT) on Sunday 8 October 2017.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in SCHEDULE 1 of the Explanatory Memorandum.

Agenda

CHANGE OF COMPANY NAME

To consider, and if thought fit, to pass with or without amendment the following as a special resolution:

“That for the purposes of section 157(1) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed from Emperor Range Group Limited to Fortune Asia Group Limited.”

ADOPTION OF NEW CONSTITUTION

To consider, and if thought fit, to pass with or without amendment the following as a special resolution:

“That for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Company adopts a new constitution in the form as signed by the Chairman of the Meeting, in lieu of the Company’s existing constitution.”

By order of the Board of Directors



Mr Chen Yuhan

Chairman

Emperor Range Group Limited

6 September 2017

Emperor Range Group Limited
ACN 161 234 395

Explanatory Memorandum

1 INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Boardroom Pty Limited, Level 12, 225 George Street, Sydney, NSW 2000 on Tuesday 10 October 2017 at 11:00am (AEDT). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice.

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

2 ACTION TO BE TAKEN BY SHAREHOLDERS

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

2.1 Eligibility to vote

The Directors have determined that, pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth), for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 11:00am (AEDT) on Sunday 8 October 2017.

2.2 Vote in person

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

2.3 Proxies

If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

Please note that:

- (a) A member of the Company entitled to attend and vote at the 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 Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 11:00am (AEDT) on Sunday 8 October 2017.. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
By Facsimile	+ 61 2 9290 9655
By Hand	Boardroom Pty Limited Level 12, 225 George St Sydney NSW 2000
Online	www.votingonline.com.au/erxgm2017

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

2.4 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry

<https://boardroomlimited.com.au/investor-forms/>.

3 RESOLUTION 1-CHANGE OF COMPANY NAME

3.1 Introduction

In accordance with section 157(1)(a) of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a special resolution for the name of the Company to be changed to Fortune Asia Group Limited.

The Board proposes this change of name reflects the Company's current focus and growing business activities as it evaluates potential corporate opportunities in the mining sector.

Resolution 1 is a special resolution and, therefore, requires approval of 75% of the votes casts by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of corporate shareholders, by a corporate representative).

In accordance with section 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registrations.

3.2 Directors recommendation

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

The chair intends to vote undirected proxies in favour of this resolution.

4 RESOLUTION 2-ADOPTION OF NEW CONSTITUTION

4.1 Introduction

For the purposes of section 136(2) of the Corporations Act and for all other purposes, the Company also seeks approval under section 136(2) of the Corporations Act to amend the constitution of the Company to reflect the change of name.

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

4.2 Key differences between the new constitution and the old constitution

All references to the Company's name is changed from Emperor Range Group Limited in the old constitution to Fortune Asia Group Limited in the new constitution. There are no other changes to the constitution.

4.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

The chair intends to vote undirected proxies in favour of this resolution.

5 ENQUIRES

Shareholders are encouraged to contact Sherry Tao Xue on 02 82316523 if you have any queries in respect of matters set out in these documents.

SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Memorandum:

AEDT	Australian Eastern Daylight Savings Time
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chairman	means the Chairman of the Company.
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Explanatory Memorandum	means this explanatory memorandum.
Listing Rule	means the listing rules of the ASX.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.



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 (AEDT) on Sunday 8 October 2017.**

🖨 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/erxgm2017
- 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 (AEDT) on Sunday 8 October 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/erxgm2017
📠 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.

Emperor Range Group Limited

ACN 161 234 395

☐

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:

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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 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 **General Meeting** of the Company to be held at the offices of **Boardroom Pty Limited, Level 12, 225 George Street, Sydney, NSW 2000 on Tuesday 10 October 2017 at 11:00am (AEDT)** 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of New Constitution	<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