



Buderim Group Limited

2017 Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of shareholders of BUDERIM GROUP LIMITED (the "Company") will be held at The Ginger Factory, 50 Pioneer Road, Yandina, Queensland on Friday 3 November 2017 at 10.00am (Brisbane time).



Note: For the purposes of the *Corporations Act 2001* (Cth) ("Corporations Act"), the Company has determined that the voting entitlements for the purposes of the Annual General Meeting will be based on the registered holdings as at 7.00pm (Sydney time) on Wednesday 1 November 2017. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting.



ORDINARY BUSINESS

1 Financial Statements and Reports

To receive and consider the following reports in respect of the financial year of the Company ended 30 June 2017:

The Financial Report (which includes the Statement of Financial Position, Statement of Comprehensive Income, Cash Flow Statement and Directors' Declaration); and The Directors' Report and the Auditor's Report.

2 Resolution 1– Election of Director – Ms Qi (Christina) Chen

To consider and, if thought fit, to pass the following Ordinary Resolution:

That Ms Chen, having been appointed as a director by the Board on 28 July 2017 to fill a casual vacancy, and, being eligible for election, be elected as a Director.

3 Resolution 2– Election of Director – Mr Albert Yeuk Kuk Tse

To consider and, if thought fit, to pass the following Ordinary Resolution:

That Mr Tse, having been appointed as a director by the Board on 15 February 2017 to fill a casual vacancy, and, being eligible for election, be elected as a Director.

4 Resolution 3– Re-election of Director - Mr Peter Francis O'Keeffe

To consider and, if thought fit, to pass the following Ordinary Resolution:

That Mr O'Keeffe, who retires by rotation in accordance with the Constitution and, being eligible for re-election, be re-elected as a Director.

5 Resolution 4 – Change of Auditor

To consider and, if thought fit, to pass the following Ordinary Resolution:

That PricewaterhouseCoopers, who have consented in writing to act as auditor of the company, be appointed auditor of the company.

Notes: *This resolution is subject to receiving ASIC approval of the resignation of the outgoing auditor, which is in process at the time of issue of this notice of meeting.*

6 Resolution 5 - Remuneration Report included in the Directors' Report

To consider and, if thought fit, to pass the following Ordinary Resolution under section 250R of the Corporations Act:

That the section of the Directors' Report dealing with the remuneration of the Company's Directors and senior executives ('Remuneration Report') be adopted.

Notes: (1) *This resolution is advisory only and does not bind the Company or the directors.*
(2) *If 25% or more of votes that are cast are voted against the remuneration report at two*

consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors must stand for re-election.

Voting exclusion

The Company will disregard and not count any votes cast (in any capacity) on Resolution 5 by or on behalf of either or both the following persons:

- (a) *a member of the Company's Key Management Personnel; or*
- (b) *a Closely Related Party of a member of the Company's Key Management Personnel.*

unless:

- (c) *the person*
 - (i) *does so in relation to a resolution where they hold a Directed Proxy Form; or*
 - (ii) *is the Chairman of the Meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and*
- (d) *the vote is not cast on behalf of a person described in paragraph (a) and (b) above.*

7 Other Business

To transact any other business which may be brought forward in conformity with the Company's Constitution.

By order of the Board

Andrew Bond
Company Secretary
Brisbane – 28 September 2017

Copies of the Constitution are available upon request from the Company Secretary of Buderim Group Limited.

Andrew Bond
Company Secretary
Buderim Group Limited
Telephone: (07) 3726 3400
Facsimile: (07) 3876 3010
Email: abond@buderimginger.com
(Proxy Information - Over)

Explanatory Note to Item 2 (Resolution 1)

Clause 15.4 of the Company's Constitution states that the Board may at any time (except during the period from the opening to the closing of a general meeting) appoint any person as a Director (other than an Alternate Director) to fill a casual vacancy or as an addition to the Board but so that the number of those Directors does not any time exceed the maximum number set under clause 15.1. A person appointed to fill a casual vacancy shall hold office until the next general meeting of the Company and shall then be eligible for re-election.

Ms Chen was appointed as a Director by the Board on 28 July 2017 and accordingly holds office only until the forthcoming annual general meeting and, being eligible for election, offers herself for election.

The Directors (with Ms Chen abstaining) recommend that shareholders vote in favour of this resolution.

Explanatory Note to Item 3 (Resolution 2)

Clause 15.4 of the Company's Constitution states that the Board may at any time (except during the period from the opening to the closing of a general meeting) appoint any person as a Director (other than an Alternate Director) to fill a casual vacancy or as an addition to the Board but so that the number of those Directors does not any time exceed the maximum number set under clause 15.1. A person appointed to fill a casual vacancy shall hold office until the next general meeting of the Company and shall then be eligible for re-election.

Mr Tse was appointed as a Director by the Board on 15 February 2017 and accordingly holds office only until the forthcoming annual general meeting and, being eligible for election, offers himself for election.

The Directors (with Mr Tse abstaining) recommend that shareholders vote in favour of this resolution.

Explanatory Note to Item 4 (Resolution 3)

Clause 18.1 of the Company's Constitution states that an election of Directors shall take place each year. A Director (other than a Managing Director) must not retain office for more than 3 calendar years or beyond the third annual general meeting following his appointment, without submitting himself/herself for re-election. Clause 18.3 of the Company's Constitution states The Directors to retire by rotation at each annual general meeting are those who have been longest in office and the length of time a Director has been in office shall be computed from his last election. As between Directors who have been in office an equal length of time, the Directors to retire shall in default of agreement between them be determined by drawing lots in any manner determined by the Chairman of Directors, or if he is not able and willing to act, by the Deputy Chairman.

Mr O'Keeffe was last re-elected as a Director at the AGM in October 2014 and accordingly retires at this Meeting, and offers himself for re-election.

The Directors (with Mr O'Keeffe abstaining) recommend that shareholders vote in favour of this resolution.

Explanatory Note to Item 5 (Resolution 4)

BDO Audit Pty Ltd will resign as auditor at the Annual General Meeting. Asia Mark Development Limited, a member of the company, has nominated PricewaterhouseCoopers who are eligible and have consented to act if appointed. Pursuant to subsection 328B(3) of the *Corporations Act 2001*, a copy of the nomination is attached.

The Directors recommend that shareholders vote in favour of this resolution.

Explanatory Note to Item 6 (Resolution 5)

The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and senior executives ('Remuneration Report') be put to the vote of shareholders for adoption.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Company or its Directors.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the notes to Resolution 5.

Under the *Corporations Act 2001*, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

As the directors have a personal interest in the proposed Resolution 5, they make no recommendations as to how shareholders should vote on the Resolution.

The Chairman intends to vote all open proxies in favour of this resolution.

APPOINTMENT OF PROXIES

A proxy form is enclosed for your use if required. Please note the following:

- 1 If a member is entitled to attend and vote at this meeting:
 - The member may appoint any person as his or her proxy to attend and vote for the member at the meeting.
 - A proxy need not be a member of the Company.
 - A member who is entitled to cast 2 or more votes at the meeting may appoint 2 proxies to attend on the same occasion. If 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the member's votes, however, the appointment may specify the proportion of number of the votes that the proxy may exercise.
- 2 It is not necessary to fill in the name of the person appointed proxy unless it is desired to appoint some person other than the Chairman.
- 3 Where only one proxy is to be appointed complete the proxy form attached.
- 4 If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each and return it to Computershare Investor Services Pty Limited at the address below.
- 5 The form must be signed personally by the member or his/her attorney. A corporation must sign in accordance with its Constitution.
- 6 Where the proxy form is signed by an attorney, the power of attorney must be produced at the share registry or registered office not less than 24 hours before the time appointed for holding the Meeting.
- 7 If you desire your proxy/proxies to vote in a certain way, place an 'x' in the appropriate box beside each resolution. If you do not direct your proxy/proxies on any resolution, your proxy/proxies may vote as he/she/they think fit.
- 8 Proxies must be received by our Share Registry, Computershare Investor Services Pty Limited, at least 24 hours before the time of the holding of the meeting. Proxies can be:
 - delivered by post to the Share Registry of Buderim Group Limited, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or
 - sent by fax to the Share Registry of Buderim Group Limited, Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia).
 - online by scanning the QR code or by visiting www.investorvote.com.au and entering the control number found on the front of your accompanying proxy form. Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.

ASIA MARK DEVELOPMENT LIMITED

Flat E, BLK 7, 25/F
Century Gateway Phase II
83 Tuen Mun Heung Sze Wui Road, NT, Hong Kong
TEL:852-25433168

The Secretary
Buderim Group Limited
Level 5
303 Coronation Drive,
Milton QLD 4064

15 September 2017

Subject: Nomination of Auditor

Dear Sir

In accordance with the provisions of section 328B of the Corporations Act 2001, Asia Mark Development Limited, being a member of Buderim Group Limited, hereby nominate PricewaterhouseCoopers for appointment as auditor of that company.

Yours faithfully



Kwong Ying Hou

Director

Asia Mark Development Limited



ABN 68 010 978 800



Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

BUG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by
10:00am (Brisbane time) Thursday, 2 November 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Buderim Group Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Buderim Group Limited to be held at **The Ginger Factory, 50 Pioneer Road, Yandina, Queensland on Friday, 3 November 2017 at 10.00am (Brisbane time)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Resolution 5** (except where I/we have indicated a different voting intention below) even though **Resolution 5** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Resolution 5** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

	For	Against	Abstain
1 Election of Director – Ms Qi (Christina) Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director – Mr Albert Yeuk Kuk Tse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Mr Peter Francis O’Keeffe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Remuneration Report included in the Directors’ Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /