

Fortune Asia 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 Wednesday 2 May 2018 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 Fortune Asia Group Limited (**Company**) will be held at Level 7, 420 King William Street, Adelaide, SA 5000 on Wednesday 2 May 2018 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 Monday 30 April at 6.30pm (ACST).

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

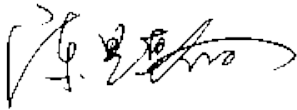
AGENDA

1	Adoption of Remuneration Report 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 20172017 as set out in the Company’s Annual Report for the year ended 31 December 20172017.”
2	Approval of Liu Zijian as a Director To consider and, if thought fit, to pass, with or without amendment, the following ordinary resolution: “That Ms Liu, appointed at incorporation on 15 June 2017 and being eligible, is confirmed as a Director of the Company”.
3	Approval of Chen Feng as a Director To consider and, if thought fit, to pass, with or without amendment, the following ordinary resolution: “That Mr Chen, appointed at incorporation on 23 March 2018 and being eligible, is confirmed as a Director of the Company”.
4	Approval of Additional 10% Placement Capacity To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution: “That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% if the issued capital of the Company (at the time of issue) calculated in accordance with ASX Listing Rule 7.1A.2

	during the period specified in ASX Listing Rule 7.1A and on the terms set out in the Explanatory Memorandum”.
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Dated 29 March 2018

BY ORDER OF THE BOARD



Mr Chen Yuhan
Chairman
Fortune Asia 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.

Resolution 4

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of equity securities under the 10% Additional Placement Capacity and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed, and any associates of those persons. However, the Company will not disregard a vote if:

- c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- d) it is cast by the Chairman 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.

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 Monday 30 April 2018 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 Monday 30 April 2018 at 6.30pm (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 7, 420 King William Street, Adelaide, SA 5000 on Wednesday 2 May 2018 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.

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.

Resolution 1: Adoption of Remuneration Report

The Annual Report for the year ended 31 December 2017 contains a Remuneration Report which sets out the remuneration policy of the Company.

An electronic copy of the 2017 Annual Report is available to download or view on the Company's website at http://ergau.com/Annual_Report/. The 2017 Annual Report has also been sent by post to those shareholders who have previously elected to receive a hard copy.

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 the Company's remuneration policy.

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:

- 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, 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:

- 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.

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.

The chair intends to vote undirected proxies in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

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'.

Resolution 2: Approval of Liu Zijian as a Director

Any person appointed to be a Director by the Board must have their appointment confirmed by resolution at the company's next annual general meeting. Ms Liu was originally appointed as a Director on 15 June 2017. Ms Liu is eligible for election at the Annual General Meeting of the Company and offers herself for re-election.

A resume for Ms Liu follows:

Liu Zijian (Non-Executive Director)

Liu Zijian, also known as Jane Liu, has over 15 year's Chinese law practice experience with extensive experience in China-related overseas direct investment transactions. She works closely with international law firm and investment banks in advising Chinese corporates and financial institutions in their global investment projects in sectors of energy, natural resources, manufacturing, agribusiness and education.

She holds a Master degree of Art from Tianjin Normal University and a Master of Law from Nan Kai University China. She is also a registered foreign lawyer with Law Society of NSW.

This resolution is an ordinary resolution.

The Directors of the Company (with Ms Liu abstaining) unanimously recommend to all Members that they vote in favour of this Resolution.

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

Resolution 3: Approval of Chen Feng as a Director

Any person appointed to be a Director by the Board must have their appointment confirmed by resolution at the company's next annual general meeting. Mr Chen was originally appointed as a Director on 23 March 2018. Mr Chen is eligible for election at the Annual General Meeting of the Company and offers himself for re-election.

A resume for Mr Chen follows:

Chen Feng (Non-Executive Director)

Mr. Chen has 30 years of field work experience, especially in enterprise operation and management. Before becoming the Deputy chairman of Shenzhen Zhongyuan Taifu Investment Development Co., Ltd. and the director of Nanjing Kejie Analytical Instrument Co., Ltd., Mr. Chen Feng has been involved in the preparation of establishing several large shopping malls and has served as general manager in the operation of these malls. With a deep understanding of China's capital market, Mr. Chen specializes in capital operation of enterprise, and has demonstrated skills in enterprise architecture designing, M&A and reorganization of enterprises.

Mr. Chen has an educational background in Chinese language and literature, and has completed a postgraduate business management program at the International School of Business of Nanjing University.

This resolution is an ordinary resolution.

The Directors of the Company (with Mr Chen abstaining) unanimously recommend to all Members that they vote in favour of this Resolution.

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

Resolution 4: Approval of additional 10% placement capacity

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12-month period commencing after the annual general meeting (Additional Placement Capacity). ASX Listing Rules require that Shareholders approve the Additional

Placement Capacity by special resolution, at an annual general meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A and 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less as at the entity's annual general meeting. As at 27 March 2018, the Company's market capitalization is \$3.64 million (based on the number of Shares currently on issue and the closing price of Shares on 27 March 2018). Accordingly, the Company is, as at 27 March 2018, an 'eligible entity' and is expected to be an 'eligible entity' as at the time of the Meeting.

Resolution 4 seeks Shareholder approval, by way of a special resolution, to enable the Company to issue equity securities under the Additional Placement Capacity throughout the 12 months after the Meeting. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. Therefore, if Resolution 4 is approved, the Directors will be allowed to issue equity securities of up to 25% (Up to 10% under the Additional Placement Capacity pursuant to ASX Listing Rule 7.1A and up to 15% pursuant to ASX Listing Rule 7.1) of the Company's issued share capital over a 12 month period from the date of the Meeting without Shareholder's approval. The exact number of equity securities that the Company may issue under the Additional Placement Capacity (if approved by special resolution of Shareholders at the Meeting) will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A (which is summarized below).

If Resolution 4 is not approved, the Directors will still be allowed to issue equity securities of up to 15% of the Company's issued capital over a 12 month period from the date of the Meeting without shareholders' approval pursuant to ASX Listing Rule 7.1.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rules 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.

ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A the Company provides the following information.

Shares

Any securities issued under the Additional Placement Capacity will be in the same class as existing quoted securities of the Company. As at the date of this Notice, the Company only has on issue one class of quoted securities, namely the Shares.

Minimum Issue Price

The issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in the class were recorded immediately before:

- a) the date on which the price at which the securities are to be issued is agreed; or
- b) if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.

Dilution impact on the existing Company Shareholders

If Resolution 4 is approved and the Company issued equity securities under the Additional Placement Capacity, there is a risk of economic and voting dilution of existing ordinary shareholders. There is also the risk that:

- a) the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- b) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Table 1 below shows the potential economic and voting dilution of Shareholders on issuance of equity securities under the Additional Placement Capacity (if Resolution 4 is approved), on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) (Scenario 1). Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting.

Table 1 below also shows the potential economic and voting dilution effect in circumstances:

- a) where variable "A" has increased, by 50% (Scenario 2) and 100% (Scenario 3); and
- b) where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

Number of Shares on issue	Dilution			
	Issue Price (Per Share)	\$0.02 (50% decrease in issue price)	\$0.04 (current market price)	\$0.08 (100% increase in issue price)
Scenario 1 Variable A- 91,000,000 shares	10% voting Dilution	9,100,000 New Shares	9,100,000 New Shares	9,100,000 New Shares
	Funds Raised	\$182,000	\$364,000	\$728,000

Scenario 2 50% increase in Variable A- 136,500,000 shares	10% voting Dilution	13,650,000 New Shares	13,650,000 New Shares	13,650,000 New Shares
	Funds Raised	\$273,000	\$546,000	\$1,092,000
Scenario 3 100% increase in Variable A 182,000,000 shares	10% voting Dilution	18,200,000 New Shares	18,200,000 New Shares	18,200,000 New Shares
	Funds Raised	\$364,000	\$728,000	\$1,456,000

Table 1 had been prepared based on the following assumptions:

- a) Variable A is based on the number of Shares on issue as at 27 March 2018.
- b) The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- c) No Options or convertible securities (if any) are exercised in Shares before the date of the issue of the equity securities.
- d) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- e) The table shows only the issue of equity securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- f) The issue of equity securities under the Additional Placement Capacity includes only Shares.
- g) The Current Issue Price of \$0.04 was the most recent price of Shares as traded on ASX as the time of preparing this Notice (29 March 2018). This price may fluctuate between the time of preparing this Notice and the date of the Meeting and the date that any Shares are issued by the Company pursuant to ASX Listing Rule 7.1A.
- h) Other than as indicated in the table above, the Company does not issue any additional Shares during the time that the Additional Placement Capacity is valid.
- i) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional Placement Capacity, based on the Shareholder's holding at the date of the Annual General Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

These assumptions are hypothetical and should not be interpreted as an indication of future issue prices, the performance of the Company's Share price or the number of Shares on issue.

Issue Period

Equity securities under the Additional Placement Capacity may be issued until the earlier of :

- a) 1 year from the date of the Meeting; and
- b) the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

Any approval of the Additional Placement Capacity at the Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

Purpose of issues

The Company may seek to issue equity securities under the Additional Placement Capacity for the following purposes:

- a) non-cash consideration: for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rules); or
- b) cash consideration: to raise funds for working capital purposes and/or to fund the acquisition of new assets.

Allocation Policy

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue.

The identity of the allottees of the equity securities under the Additional Placement Capacity will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- a) the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- b) the effect of the issue of the equity securities on the control of the Company;
- c) the financial position of the Company; and
- d) advice from the Company's advisors.

The allottees under the Additional Placement Capacity have not yet been determined but allottees may include existing shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.105A upon issue of any Shares under the Additional Placement Capacity.

Previous approval for issues of Equity Securities pursuant to ASX Listing Rule 7.1A

The Company has not previously obtained Shareholder approval for the Additional Placement Capacity under ASX Listing Rule 7.1A.

Voting exclusion statement

A voting exclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

Shareholders are encouraged to contact Sherry Tao Xue on 0404 119 598 if they have any queries in respect of matters set out in these documents.

Mr Chen Yuhan
Chairman
Fortune Asia 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 Fortune Asia 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.

Fortune Asia Group Limited

ACN 161 234 395

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 2:00pm (ACST) on Monday 30 April 2018.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/fyaagm2018
- 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:

- 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.
- 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 **2:00pm (ACST) on Monday 30 April 2018.** 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/fyaagm2018

📠 **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.

Fortune Asia 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 **Fortune Asia 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 7, 420 King William Street, Adelaide, SA 5000 on Wednesday 2 May 2018 at 2:00pm (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	Approval of Liu Zijian as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Chen Feng as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Additional 10% Placement Capacity	<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 / / 2018