

Level 2 Hudson House, 131 Macquarie Street, Sydney NSW 2000 Australia

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22 July 2019

[Address Line 1]  
[Address Line 2]  
[Address Line 3]  
[Address Line 4]  
[Address Line 5]  
[Address Line 6]

Dear Shareholder,

It is with pleasure that we provide the enclosed Annual General Meeting shareholder packs for Frontier Capital Group Limited (**FCG** or **Company**), which contain Notices of Meeting and Explanatory Statements and Proxy Forms for **two Annual General Meetings**, being 2018 and 2019.

**Annual General Meetings**

The Annual General Meetings will take place on 28<sup>th</sup> August 2019 at:

2018 AGM – 11:00 am **and** 2019 AGM – 11:30 am

at Level 2, Hudson House, 131 Macquarie Street Sydney NSW Australia.

Shareholders are encouraged to attend, but if you can't, please consider appointing a proxy so that your interests are represented.

Details of the matters to be put to the meeting are contained in the enclosed Notices of Meeting and Explanatory Statements. The Company's Annual Reports are available at:

2017 Annual Report – <https://www.asx.com.au/asxpdf/20190426/pdf/444k22jdb8w606.pdf>

2018 Annual Report – <https://www.asx.com.au/asxpdf/20190715/pdf/446mnv45dhmz8x.pdf>

**Shareholder Communications**

FCG is keen on keeping up to date with you, and this is a priority for us.

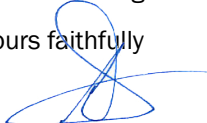
Please let us have your phone and email address so we can contact you with important information about the Company and your shareholding.

The information is kept confidential.

Take a moment and send an email to [corporate@fcgl.com.au](mailto:corporate@fcgl.com.au) with your registered shareholder name, phone number and email address.

We are looking forward to a great year ahead.

Yours faithfully



**Henry Kinstlinger**  
**Company Secretary**

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FRONTIER CAPITAL GROUP LIMITED

ACN 145 105 148

Notice of  
Annual General Meeting  
11.00am on 28 August 2019

Level 2  
131 Macquarie Street  
Sydney NSW Australia

**This is an important document. Please read it carefully.**

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

## Notice of 2018 Annual General Meeting

Notice is hereby given that the 2018 Annual General Meeting of Frontier Capital Group Limited (the **Company** or **FCG**) is to be held at 11.00am on 28 August 2019 at Level 2, 131 Macquarie Street, Sydney NSW Australia.

### Ordinary Business of the Meeting

#### Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 31 December 2017.

#### 1. Resolution 1: Non-binding resolution to adopt the Remuneration Report

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

"That the Directors' Remuneration Report for the year ended 31 December 2017 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth)"

#### Voting Exclusion Statement

A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast (in any capacity, whether as proxy or as shareholder) by any of the following:

- a) Key Management Personnel; and
- b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- a) Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- b) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

#### Election of Directors

#### 2. Resolution 2: Ordinary Resolution to Elect Foo Meng Leung as a Director

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

"That, Foo Meng Leung, retiring by rotation in accordance with Article 49.1.3 of the Company's Constitution be re-elected as a director of the Company."

#### 3. Resolution 3: Ordinary Resolution to Elect Matthew Chin as a Director

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

"That, Matthew Chin, retiring by rotation in accordance with Article 49.1.1 of the Company's Constitution be re-elected as a director of the Company."

## **Other Business**

### **4. Other Business**

To transact any other business which may be legally brought before this Annual General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

In accordance with Article 33.1 of the Company's Constitution



**Henri Ho**

Executive Chairman  
Frontier Capital Group Limited  
22 July 2019



## Explanatory Statement

This Explanatory Statement is intended to provide Shareholders of Frontier Capital Group Limited (FCG or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact FCG or seek advice from your professional advisors.

### Financial Statements and Reports

#### Financial Statements and Reports – Financial Year Ended 31 December 2017

The Corporations Act 2001 (Cth) (the **Corporations Act**) requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 31 December 2017.

In addition, at the meeting, shareholders may ask questions of the auditor in relation to the following:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's 2017 Annual Report on the Company's website [fcgl.com.au](http://fcgl.com.au).

#### Resolution 1: Non-binding resolution to adopt the Remuneration Report

In accordance with Section 250R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2017 Annual Report and is also available from the Company's website.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including the Chief Executive Officer.

If Resolution 1 receives a 'No' vote of 25% or more of the votes cast at the meeting, the Company's Remuneration Report in its next Annual Report will include a report on actions taken by the Board in response. The Board will take the outcome of the vote, even if less than 25% 'No' into consideration when reviewing the Company's remuneration policy. There has not been a 'No' vote of more than 25% in any past years.

#### Directors Recommendation

The Directors do not make a recommendation to shareholders with respect to Resolution 1 due to being excluded from voting on this resolution. However, the Chairman intends to vote all undirected proxies in favour of Resolution 1.

#### Voting Exclusion Statement

A Voting Exclusion Statement applies to this Resolution 1 relating to Key Management Personnel identified in the 2017 Annual Report and their Closely Related Parties as these terms are defined in the Corporations Act.

### **Election of Directors**

The Company's Constitution requires one-third of the Board to resign and seek re-election at every Annual General Meeting of the Company. Additionally, a director must resign and seek re-election at the first Annual General Meeting of the Company since their appointment. Mr Bernard Say Kuan How and Mr Matthew Chin were both appointed as directors on 15 February 2019, and accordingly this is their first Annual General Meeting since their appointment. However, Mr How is not required to stand for re-election as he holds the office of Managing Director per Article 49.3 of the Company's Constitution.

Accordingly, the directors standing for re-election at this meeting are Mr Foo Meng Leung by rotation, and Mr Matthew Chin as this is his first Annual General Meeting.

#### **Resolution 2: Ordinary Resolution to Elect Foo Meng Leung as a Director**

Mr Leung holds a Bachelor of Arts major in marketing degree from University of Abertay Dundee Scotland. Mr Leung is the Senior Vice President, International Marketing of E!xcite Gaming and Entertainment Inc. He has commercial banking experience from Hong Kong Shanghai Banking Corporation and Hong Leung Bank in Malaysia. Mr Leung commenced in gaming in 2009 in Macau, heading the business and player development across the Asia Pacific region. He oversees and supervises the partnerships with travel agencies to drive business growth of player development in the E!xcite partner properties.

#### **Resolution 3: Ordinary Resolution to Elect Matthew Chin as a Director**

Mr Chin has been in the leisure, gaming, and hospitality industry for 27 years. Mr Chin has experience in spearheading VIP services, marketing, casino set up, business development, and other allied services. He has developed various successful gaming programs and conducted training and development of his staff. He honed his expertise during his employment in some of the biggest casino operators, such as, Las Vegas Sands and Star World in Macau, Crown Casino and Burswood Casino and Hotel in Australia, and Resorts World Manila, and Thunderbird Resorts.

#### Directors Recommendation

The Directors, other than Mr Leung and Mr Chin themselves, recommend that shareholders vote in favour of Resolutions 2 and 3 to re-elect Mr Leung and Mr Chin as Directors of the Company. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolutions 2 and 3.

## Further Information

For further information, please contact the Company at [corporate@fcgl.com.au](mailto:corporate@fcgl.com.au)

## Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00 pm (Sydney time) on Monday, 26 August 2019.

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

**Voting by proxy:** To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 5.00 pm (Sydney time) on Monday, 26 August 2019.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 5.00 pm (Sydney time) on Monday, 26 August 2019.

**Voting by corporate representative:** A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment and lodge it with the registration desk, unless it has been previously provided to the Company's share registry by the time and in the manner specified in the Proxy Form.

**Voting by attorney:** Pursuant to Article 45 of the Company's Constitution a Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney (or certified copy) must also be returned in the same manner and time as specified for Proxy Form or otherwise lodged at the registration desk on the day of the Meeting.

**Key Management Personnel:** the Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.



**Frontier Capital Group Limited**  
**2018 Annual General Meeting Proxy Form**  
 11.00 am on 28 August 2019

To:  
 The Company Secretary  
 Frontier Capital Group Limited  
 Level 2, 131 Macquarie Street  
 Sydney NSW 2000 Australia

fax signed form to: +61 2 9251 7500  
 email signed form to: corporate@fcgl.com.au

I / we

Name of Shareholder	
Address of Shareholder	

being a member of Frontier Capital Group Limited, appoint the following as my proxy:

Name of Proxy	
Address of Proxy	

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 2018 Annual General Meeting of the Company at 11.00 am on 28 August 2019 and at any adjournment of or postponement of that Meeting.

Your proxy may vote on any procedural motions as your proxy sees fit. A procedural motion is a motion dealing with the conduct of the meeting itself (examples are motions to change the order of business or to adjourn the meeting).

The Chairman intends to vote all undirected proxies that he receives in favour of each resolution to be brought before the meeting, except where the Chairman is expressly forbidden to do so, under the Corporations Act.

**Items of Business**

Please mark **X** to indicate your directions

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 poll and your votes will not be counted in computing the required majority.

<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1 – Remuneration Report for 2017 (Non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Elect Foo Meng Leung as a Director (Ordinary)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Elect Matthew Chin as a Director (Ordinary)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Signature of Member(s)**

Individual or Member 1	Member 2	Member 3
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Name		Date
Contact Phone Number		



## Notes on Proxies

1. 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 as they choose. If you mark more than one box on an item your vote will be invalid on that item.
2. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in their stead pursuant to the Constitution.
3. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands, but if a member appoints two proxies neither shall be entitled to vote on a show of hands.
4. Where more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Otherwise each proxy may exercise half of your votes.
5. A proxy need not be a security holder of the Company.
6. Signing instructions:
  - a. Individual: Where the holding is in one name, the security holder must sign.
  - b. Joint Holding: Where the holding is in more than one name, all of the security holders should sign.
  - c. Power of Attorney: If you have not already lodged the Power of Attorney with the registry or the Company, please attach a certified photocopy of the Power of Attorney to this form when you return it.
  - d. 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.
7. Your proxy may vote on any procedural motions as your proxy sees fit. A procedural motion is a motion dealing with the conduct of the meeting itself (examples are motions to change the order of business or to adjourn the meeting).
8. For your vote to be effective, the completed proxy form must be received by 5.00 pm (Sydney time) on Monday, 26 August 2019.

## Votes of Members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Annual General Meeting shall have one vote. On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each Share held provided that all Shares are fully paid.

## Voting

Please note that for a resolution to be passed, except where otherwise indicated, a simple majority of votes from Shareholders attending in person or voting by proxy is required.



FRONTIER CAPITAL GROUP LIMITED

ACN 145 105 148

Notice of  
Annual General Meeting  
11.30am on 28 August 2019

Level 2  
131 Macquarie Street  
Sydney NSW Australia

**This is an important document. Please read it carefully.**

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

## Notice of 2019 Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting of Frontier Capital Group Limited (the **Company** or **FCG**) is to be held at 11.30am on 28 August 2019 at Level 2, 131 Macquarie Street, Sydney NSW Australia.

### Ordinary Business of the Meeting

#### Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 31 December 2018.

#### 1. Resolution 1: Non-binding resolution to adopt the Remuneration Report

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

"That the Directors' Remuneration Report for the year ended 31 December 2018 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth)"

#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast (in any capacity, whether as proxy or as shareholder) by any of the following:

- a) Key Management Personnel; and
- b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- a) Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- b) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

#### Election of Directors

#### 2. Resolution 2: Ordinary Resolution to Elect Hun Seang Law as a Director

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

"That, Hun Seang Law, retiring by rotation in accordance with Article 49.1.3 of the Company's Constitution be re-elected as a director of the Company."

#### 3. Resolution 3: Ordinary Resolution to Elect Henri Ho as a Director

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

"That, Henri Ho, retiring by rotation in accordance with Article 49.1.4 of the Company's Constitution be re-elected as a director of the Company."

## **Other Business**

### **4. Other Business**

To transact any other business which may be legally brought before this Annual General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

In accordance with Article 33.1 of the Company's Constitution



**Henri Ho**

Executive Chairman  
Frontier Capital Group Limited  
22 July 2019



## Explanatory Statement

This Explanatory Statement is intended to provide Shareholders of Frontier Capital Group Limited (FCG or the Company) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact FCG or seek advice from your professional advisors.

### Financial Statements and Reports

#### Financial Statements and Reports – Financial Year Ended 31 December 2018

The Corporations Act 2001 (Cth) (the **Corporations Act**) requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 31 December 2018.

In addition, at the meeting, shareholders may ask questions of the auditor in relation to the following:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's 2018 Annual Report on the Company's website [fcgl.com.au](http://fcgl.com.au).

#### Resolution 1: Non-binding resolution to adopt the Remuneration Report

In accordance with Section 250R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2018 Annual Report and is also available from the Company's website.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including the Chief Executive Officer.

If Resolution 1 receives a 'No' vote of 25% or more of the votes cast at the meeting, the Company's Remuneration Report in its next Annual Report will include a report on actions taken by the Board in response. The Board will take the outcome of the vote, even if less than 25% 'No' into consideration when reviewing the Company's remuneration policy. There has not been a 'No' vote of more than 25% in any past years.

#### Directors Recommendation

The Directors do not make a recommendation to shareholders with respect to Resolution 1 due to being excluded from voting on this resolution. However, the Chairman intends to vote all undirected proxies in favour of Resolution 1.

#### Voting Exclusion Statement

A Voting Exclusion Statement applies to this Resolution 1 relating to Key Management Personnel identified in the 2018 Annual Report and their Closely Related Parties as these terms are defined in the Corporations Act.

### **Election of Directors**

The Company's Constitution requires one-third of the Board to resign and seek re-election at every Annual General Meeting of the Company. Additionally, a director is required to resign and seek re-election at the third Annual General Meeting from their last election by shareholders.

Accordingly, Mr Hun Seang Law retires by rotation, and Mr Henri Ho retires as this is his third Annual General Meeting since his election by shareholders.

#### **Resolution 2: Ordinary Resolution to Elect Hun Seang Law as a Director**

Mr Law holds a Bachelor of Science, major in Building Economic and Project Management degree. Mr Law is the Senior Vice President, Construction and Project Management of Elxcite Gaming and Entertainment Inc. He has over 20 years working experience in the furniture and building materials industries. He has been involved in the overall project management, design and interior finishing of various buildings, structures and establishments in the hospitality and resort industry across Asia Pacific.

#### **Resolution 3: Ordinary Resolution to Elect Henri Ho as a Director**

Mr Ho possesses more than 17 years of exceptional expertise in the gaming and hospitality industry, brought about by his extensive experience mainly with the Genting Group. He also obtained vast knowledge in setting up and operating casinos and integrated resorts throughout his span in the industry. Mr Ho specialises in and has a deep understanding of the gaming and hospitality industry in the Asian region. He is a Certified Public Accountant who previously received intensive training at KPMG Chartered Accountants in Malaysia.

#### Directors Recommendation

The Directors, other than Mr Law and Mr Ho themselves, recommend that shareholders vote in favour of Resolutions 2 and 3 to re-elect Mr Law and Mr Ho as Directors of the Company. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolutions 2 and 3.

## Further Information

For further information, please contact the Company at [corporate@fcgl.com.au](mailto:corporate@fcgl.com.au)

## Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00 pm (Sydney time) on Monday, 26 August 2019.

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

**Voting by proxy:** To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 5.00 pm (Sydney time) on Monday, 26 August 2019.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 5.00 pm (Sydney time) on Monday, 26 August 2019.

**Voting by corporate representative:** A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment and lodge it with the registration desk, unless it has been previously provided to the Company's share registry by the time and in the manner specified in the Proxy Form.

**Voting by attorney:** Pursuant to Article 45 of the Company's Constitution a Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney (or certified copy) must also be returned in the same manner and time as specified for Proxy Form or otherwise lodged at the registration desk on the day of the Meeting.

**Key Management Personnel:** the Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.



**Frontier Capital Group Limited**  
**2019 Annual General Meeting Proxy Form**  
 11.30 am on 28 August 2019

To:  
 The Company Secretary  
 Frontier Capital Group Limited  
 Level 2, 131 Macquarie Street  
 Sydney NSW 2000 Australia

fax signed form to: +61 2 9251 7500  
 email signed form to: corporate@fcgl.com.au

I / we

Name of Shareholder	
Address of Shareholder	

being a member of Frontier Capital Group Limited, appoint the following as my proxy:

Name of Proxy	
Address of Proxy	

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 2019 Annual General Meeting of the Company at 11.30 am on 28 August 2019 and at any adjournment of or postponement of that Meeting.

Your proxy may vote on any procedural motions as your proxy sees fit. A procedural motion is a motion dealing with the conduct of the meeting itself (examples are motions to change the order of business or to adjourn the meeting).

The Chairman intends to vote all undirected proxies that he receives in favour of each resolution to be brought before the meeting, except where the Chairman is expressly forbidden to do so, under the Corporations Act.

**Items of Business**

Please mark **X** to indicate your directions

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 poll and your votes will not be counted in computing the required majority.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
Resolution 1 – Remuneration Report for 2018 (Non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Elect Hun Seang Law as a Director (Ordinary)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Elect Henri Ho as a Director (Ordinary)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Signature of Member(s)**

Individual or Member 1	Member 2	Member 3
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Name		Date
Contact Phone Number		



## Notes on Proxies

1. 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 as they choose. If you mark more than one box on an item your vote will be invalid on that item.
2. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in their stead pursuant to the Constitution.
3. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands, but if a member appoints two proxies neither shall be entitled to vote on a show of hands.
4. Where more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Otherwise each proxy may exercise half of your votes.
5. A proxy need not be a security holder of the Company.
6. Signing instructions:
  - a. Individual: Where the holding is in one name, the security holder must sign.
  - b. Joint Holding: Where the holding is in more than one name, all of the security holders should sign.
  - c. Power of Attorney: If you have not already lodged the Power of Attorney with the registry or the Company, please attach a certified photocopy of the Power of Attorney to this form when you return it.
  - d. 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.
7. Your proxy may vote on any procedural motions as your proxy sees fit. A procedural motion is a motion dealing with the conduct of the meeting itself (examples are motions to change the order of business or to adjourn the meeting).
8. For your vote to be effective, the completed proxy form must be received by 5.00 pm (Sydney time) on Monday, 26 August 2019.

## Votes of Members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Annual General Meeting shall have one vote. On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each Share held provided that all Shares are fully paid.

## Voting

Please note that for a resolution to be passed, except where otherwise indicated, a simple majority of votes from Shareholders attending in person or voting by proxy is required.