

**WONHE MULTIMEDIA COMMERCE LIMITED [ACN 607 288 755]
NOTICE OF GENERAL MEETING**

Notice is given that a General Meeting (**Meeting**) of Wonhe Multimedia Commerce Limited [ACN **607 288 755**] (**Company**) will be held at 2.30pm (AEST) on Tuesday, 15 August 2017 at Computershare Investor Services, 452 Johnston Street, Abbotsford, Melbourne, VIC, 3067.

Each of the resolutions proposed to be put to shareholders at the Meeting are set out in this Notice of General Meeting (**Notice**) and further details regarding those resolutions are set out in the Explanatory Memorandum accompanying this Notice. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 5:00pm (AEST) on 11 August 2017.

BUSINESS OF THE MEETING

RESOLUTION 1: REMOVAL OF AUDITOR

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

“That, HLB Mann Judd, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting.”

RESOLUTION 2: APPOINTMENT OF AUDITOR

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

“That, subject to the passing of Resolution 1, Christopher Matthew Wong from INP Sydney, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company.”

Dated: 12 July 2017



Justyn Stedwell
Company Secretary
Wonhe Multimedia Commerce Limited

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice.

PROXY AND VOTING INSTRUCTIONS

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be received by the Company by 2:30 p.m. (AEST) on 13 August 2017:

- by mail to the Company at PO Box 305, Fitzroy, VIC, 3065.
- in person to the Company at 1B/205-207 Johnston Street, Fitzroy Vic 3065; or
- by facsimile to +61(0)3 8678 1747

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act 2001 (Cth). A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the Meeting (Chair) as your proxy.

A proxy form is attached to this Notice.

HOW THE CHAIRMAN WILL VOTE UNDIRECTED PROXIES

The Chair of the meeting will vote undirected proxies on, and in favour of, all proposed resolutions.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 5:00pm (AEST) on 11 August 2017 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

SPECIAL RESOLUTION

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 2 is a special resolution.

WONHE MULTIMEDIA COMMERCE LIMITED [ACN 607 288 755]
GENERAL MEETING
EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum (**Memorandum**) accompanies and forms part of the Company's notice of General Meeting (**Notice**). The Notice of General Meeting incorporates, and should be read together with, this Memorandum.

ORDINARY BUSINESS

RESOLUTION 1: REMOVAL OF AUDITOR

On 30 June 2017 a notice of intention to remove the Company's auditor was provided to the Company Secretary pursuant to section 329(1A) of the Corporations Act (the "Notice of Intention").

In accordance with the Notice of Intention, approval is sought under section 329 of the Corporations Act to remove HLB Mann Judd as auditor of the Company. Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months notice of intention to move the resolution has been given. The Notice of Intention to remove HLB Mann Judd as the Company's auditor is provided to shareholders with this Notice of General Meeting.

Section 329 of the Corporations Act also states that if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice.

The Company provides the Notice of Intention to shareholders and seeks approval to remove the auditor even though the Meeting will be held less than 2 months after the Notice of Intention is given. In accordance with section 329(2) of the Corporations Act, the Company provided a copy of the Notice of Intention to HLB Mann Judd. HLB Mann Judd did not make any representation pursuant to section 329(3) of the Corporations Act.

RESOLUTION 2: APPOINTMENT OF AUDITOR

For the purposes of section 327 of the Corporations Act, shareholder approval is sought to appoint Christopher Matthew Wong from INP Sydney as auditor of the Company, subject to the removal of HLB Mann Judd as the Company's auditor (Resolution 1).

Resolution 2 is required to fill the vacancy created by the removal of HLB Mann Judd as the Company's auditor (if resolution 1 is passed).

Qing Tong, being a director the Company and a director of Wonhe International Holdings Group Co Ltd, a shareholder of the Company, has nominated that Christopher Matthew Wong from INP Sydney be appointed as auditor of the Company. A copy of this nomination is attached to this Notice of Meeting.

The Board supports the appointment of Christopher Matthew Wong from INP Sydney as the Company's auditor and recommend that shareholders vote in favour of Resolutions 1 and 2.

If Resolutions 1 and 2 are passed, then the appointment of Christopher Matthew Wong from INP Sydney as the Company's auditor will take effect at the close of this Meeting. Christopher Matthew

Wong from INP Sydney has provided consent to be appointed as auditor of the Company, subject to the approval by shareholders.

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

AEST means Australian Eastern Standard Time.

ASIC means the Australian Securities and Investments Commission.

Board means the board of directors of the Company.

Company means Wonhe Multimedia Commerce Limited (ACN 607 288 755).

Corporations Act means Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Memorandum means the explanatory memorandum to this Notice of Meeting.

Meeting means General Meeting of the Shareholders of the Company to be held on 15 August 2017, to which this Notice of Meeting and Explanatory Statement relate.

Notice of Meeting means this notice of meeting of the Company dated 12 July 2017.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

30 June 2017

Wonhe Multimedia Commerce Limited
1B/205-207 Johnston St
Fitzroy VIC 3065

To The Company Secretary

NOTICE OF INTENTION TO REMOVE AUDITOR & NOMINATION OF AUDITOR

I, Qing Tong, being a director of Wonhe Multimedia Commerce Limited (Company) and a director and shareholder of a substantial shareholder of the Company, Wonhe International Holdings Group Co Ltd, hereby request that the Company convene a general meeting of shareholders at the first available time, in any event no later than 2 months from the date of this notice, to consider and, if thought fit, pass resolutions that:

1. HLB Mann Judd (VIC Partnership) be removed as auditor of the Company; and
2. Christopher Matthew Wong from INP Sydney of Level 26, 44 Market Street Sydney 2000, be appointed as the new auditor of the Company.

Furthermore, for the purposes of section 328(1) of the Corporations Act 2001, I hereby give you notice of the nomination of Christopher Matthew Wong from INP Sydney, to act as auditor of the Company.

Yours faithfully



Qing Tong
Director - Wonhe International Holdings Group Co Ltd
Director - Wonhe Multimedia Commerce Limited

Wonhe Multimedia Commerce Limited ACN 607 288 755
PROXY FORM FOR GENERAL MEETING

I/We _____
of _____

am/are a member Wonhe Multimedia Commerce Limited ACN 607 288 755 and I/we appoint as my/our proxy:

of _____

Or failing the person names above, or if no person is named, the Chairman of the General Meeting of the Company, to be held on 15 August 2017 at Computershare Investor Services, 452 Johnston Street, Abbotsford, Melbourne, VIC, 3067 at 2:30pm AEST to vote for me/us at the meeting and at any adjournment of it. If 2 proxies are being appointed the proportion of voting rights this proxy is authorised to exercise is%. (The Company will supply an additional form on request).

Voting directions to your proxy – please tick box to indicate your directions

		For	Against	Abstain
Resolution 1	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

The Chairman intends to vote undirected proxies on, and in favour of all resolutions. If you do not wish to direct your proxy on how to vote, please tick this box: ☐

By ticking this box, I/we direct and specifically authorize, the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on the Resolutions (except where I/we have indicated a different voting intention above).

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Signature of Member(s)

Date:.....

Individual or Member 1	Member 2	Member 3
<div></div>	<div></div>	<div></div>
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Name: Contact Ph (daytime):

Wonhe Multimedia Commerce Limited ACN 607 288 755
PROXY FORM FOR GENERAL MEETING

PROXY INSTRUCTIONS

A member entitled to attend and vote at a meeting is entitled to appoint not more than 2 proxies.

Where more than 1 proxy is appointed, each proxy may be appointed to represent a specific portion of the member's voting rights.

A proxy need not be a member of the Company.

A proxy form must be signed by the member or his or her attorney. Proxies given by corporations must either be signed in accordance with its constitution or the Corporations Act.

To be valid, the form appointing the proxy and the Power of Attorney or other authority (if any) under which it is signed (or a certified copy) must be lodged with the Company by mail at PO Box 305 Fitzroy VIC 3065 or in person at 1B 205-207 Johnston Street, Fitzroy VIC or by facsimile on + 61 (0) 3 8678 1747 by no later than 2:30 pm AEST on 13 August 2017. Proxy forms received after this time will be invalid.