

**Wonhe Multimedia Commerce Limited**  
**ACN 607 288 755**  
**Notice of Annual General Meeting**

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**MEETING DETAILS**

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Notice is hereby given that the Annual General Meeting of Wonhe Multimedia Commerce Limited ACN 607 288 755 will be held at Seasons Botanic Gardens Melbourne, 348 St Kilda Road, Melbourne, VIC, 3004 on Thursday, 24 May 2018 at 4:00 pm AEST.

**Important notes:**

1. You may vote on the items of business to be considered at the Meeting, either in person at the Meeting or by completing and returning the proxy enclosed herein.
2. If you attend the meeting, you will need to register at the registration desk on the day. Registration will commence at 3:45 pm AEST.
3. Discussion will take place on all the items of business set out below.
4. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.
5. Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary at page 8.
6. As explained in the 'voting exclusion statement' below, certain shareholders are excluded from voting in relation to particular resolutions and the Company must disregard any votes cast by those shareholders. Please do not vote if your vote must be disregarded.

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**1. AGENDA FOR THE MEETING**

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**Item 1 - Financial statements and reports**

The Meeting will consider the financial statements and reports of the Company including the income statement, balance sheet, statement of changes in equity, cash flow statement, the notes to the financial statements, the Directors' declaration and the reports of the Directors and Auditors for the financial year ended 31 December 2017.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

A representative of the Company's external auditor, INP Sydney, will be present at the Meeting and Shareholders will be given a reasonable opportunity to ask the Company's external auditor questions in relation to the conduct of the audit, the auditor's report, the accounting policies adopted by the Company in relation to the preparation of financial statements, and the independence of the auditor.

The Company's 2017 Annual Report can be viewed online at [www.wonhe.com.au](http://www.wonhe.com.au) and on the ASX website [www.asx.com.au](http://www.asx.com.au).

## **Item 2 – Ordinary Resolutions**

### **Resolution 1 - Adoption of Remuneration Report**

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

*“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 December 2017 and included in the Directors’ Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company.”*

**Voting Exclusion Statement:** In accordance with the Corporations Act the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report and their closely related parties (“Excluded Persons”). However, the Company need not disregard a vote if:

- it is cast by an Excluded Person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting 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.

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution if he is authorized to do so by the relevant shareholder.

### **Resolution 2 – Re-election of Mr. Raymond Lim as a Director**

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

*“That, Mr. Raymond Lim, a Director of the Company retires by rotation and offers himself for re-election pursuant to Article 104.2(d) of the Constitution and being eligible, is re-elected as a Director.”*

**Please note that** the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

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## **2. Information for shareholders**

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### **Entitlement to attend and vote at the Meeting**

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of ascertaining a person's entitlement to vote at the Meeting, a person will be recognized as a shareholder and the holder of Shares and will be entitled to vote at the Meeting if that person is registered as a holder of those Shares at 7:00 pm AEST on 22 May 2018.

### **Votes**

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, 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 by him, her or it.

In the case of joint shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

### **Proxies**

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy need not be a Shareholder and may be a body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business. An instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filed in will be deemed to be given in the favour of the Chairman of the Meeting.

### ***Voting by Proxy if appointment specifies way to vote:***

Section 250BB(1) of the *Corporations Act* provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution, and if that appointment does specify the way the proxy is to vote, then the following applies:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed; and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution then the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on then the proxy must vote on a poll and must vote as directed; and
- (d) if the proxy is not the chair then the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

### ***Transfer of non – chair proxy to chair in certain circumstances:***

Section 250BC of the *Corporations Act* provides that if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and

- (d) either of the following applies:
  - (i) if a record of attendance is made for the meeting – the proxy is not recorded as attending the meeting;
  - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

***Undirected vote – Resolution 2***

The Chairman will vote undirected proxies on, and in favour of Resolution 2.

***Direction to Chairman for Resolution 1***

If the proxy is the Chairman, the Chairman can also vote undirected proxies on Resolution 1 (Adoption of the Remuneration Report) provided that proxy form expressly authorises the Chairman to vote on Resolution 1 (as applicable) even though Resolution 1 is connected with the remuneration of key management personnel.

The Chairman will not vote any undirected proxies in relation to the Resolution 1 (Adoption of the Remuneration Report) unless the Shareholder expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intentions in their proxy form – Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairman intends to, and, if so authorized by a Shareholder, will, vote undirected proxies on, and in favour of Resolution 1.

A form of proxy accompanies this Notice.

A corporate shareholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company, by mail at PO Box 305 Fitzroy VIC 3065, in person at 1B/205-207 Johnston St Fitzroy VIC 3065 or by facsimile on + 61 (0) 3 8678 1747 by 4:00 pm AEST on 22 May 2018.

**Proxy Forms received later than this time will be invalid.**

**Questions**

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, INP Sydney. These questions should be relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to INP Sydney if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2017. Relevant written questions for INP Sydney must be received by the Company at PO Box 305 Fitzroy VIC 3065 no later than 4:00 pm AEST on 17 May 2018. A representative of INP Sydney will provide answers to the questions at the Meeting.

If you have any questions in regard to this Notice, please contact the Company Secretary, Justyn Stedwell, on +61(0) 3 9191 0135.

## EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice. The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

### **Item 1 – Annual Report**

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As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be laid before the Meeting. These reports are contained in the Annual Report, which is available online at [www.wonhe.com.au](http://www.wonhe.com.au) and on the ASX website [www.asx.com.au](http://www.asx.com.au).

During this item of business, Shareholders will be given the opportunity to ask questions about, or make comments on, the management of the Company generally but there will be no formal resolution put to the Meeting.

Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask the Company's Auditor, INP Sydney, questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the audit for the financial year ended 31 December 2017.

Shareholders are requested to submit written questions relating to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2017 to the Company's external Auditor no later than 4:00 pm AEST on 17 May 2018. A representative of INP Sydney will provide answers to the questions at the Meeting.

### **Item 2 – Resolutions**

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#### **Resolution 1: Adoption of remuneration report**

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 31 December 2017.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, under sections 250U to 250Y of Corporations Act a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the following Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill

resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Board believes the Remuneration of the Company's key management personnel (KMP) is appropriate and in line with market rates. The Remuneration Report is set out in the Company's 2017 Annual Report. The 2017 Annual Report can be viewed online at the Company's website, [www.wonhe.com.au](http://www.wonhe.com.au), and the ASX website, [www.asx.com.au](http://www.asx.com.au), (ASX Code: WMC).

**Resolution 2: Re-election of Mr. Raymond Lim as a Director**

In accordance with Article 104.2 (d) of the Constitution, Mr Raymond Lim, a Non-Executive Director of the Company, retires at the close of this Annual General Meeting and, being eligible for re-election offers himself for re-election as a Director.

Mr. Lim holds qualifications in accounting, finance and law and holds dual qualifications as a chartered accountant and solicitor. Raymond is a Chartered Tax Adviser of the Taxation Institute of Australia, a member of the Law Society's Elder Law and Succession Subcommittee, Institute of Chartered Accountants and a full member of the Society of Trust and Estate Practitioners. Raymond also holds a diploma in Chinese Law and the Chinese Legal System, and is proficient in Mandarin, Cantonese and Hokkien.

Mr. Lim has been a Non-Executive Director of the Company since 5 August 2015.

Resolution 2 seeks approval for the re-election of Mr. Raymond Lim as a Director of the Company.

Justyn Stedwell

***Company Secretary***

On behalf of the Board of Directors

Wonhe Multimedia Commerce Limited

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## GLOSSARY

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

**AEST** means Australian Eastern Standard Time.

**Board** means the Board of Directors of the Company

**Company** means Wonhe Multimedia Commerce Limited ACN 607 288 755.

**Constitution** means the constitution of the Company.

**Corporations Act** means Corporations Act 2001 (Cth).

**Explanatory Statement** means the explanatory statement to this notice of Annual General Meeting.

**Meeting** means the 2017 Annual General Meeting of the Shareholders of the Company to be held on 24 May 2018, to which the Notice of Meeting and Explanatory Statement relate.

**Notice** or **Notice of Meeting** means this notice of Annual General Meeting of the Company dated 20 April 2018.

**Resolution** means a resolution referred to in the Notice.

**Shareholder** means a holder of shares in the Company.

Words importing the singular include the plural and vice versa.

**Wonhe Multimedia Commerce Limited ACN 607 288 755**  
**PROXY FORM FOR ANNUAL 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 24 May 2018 at Seasons Botanic Gardens Melbourne, 348 St Kilda Road Melbourne VIC 3004 at 4:00pm 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
<b>Resolution 1</b>	<b>Adopt Remuneration Report</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	<b>Re-elect Mr. Raymond Lim</b>	<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

**Sole Director/Company  
Secretary**

Member 2

**Director**

Member 3

**Director/Company Secretary**

Contact Name: ..... Contact Ph (daytime): .....

**Wonhe Multimedia Commerce Limited ACN 607 288 755**  
**PROXY FORM FOR ANNUAL 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 4:00 pm AEST on 22 May 2018. Proxy forms received after this time will be invalid.**