



SUNBRIDGE GROUP LIMITED

ACN 163 886 020

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Annual General Meeting to be held at the offices of Grant Thornton, Level 3, 170 Frome Street,
Adelaide, SA 5000, Australia on Wednesday 31 May 2017 commencing at 10:00am ACST.

Important

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an annual general meeting (**Annual General Meeting**) of the shareholders of Sunbridge Group Ltd ACN 163 886 020 (**Company**) will be held at the offices of Grant Thornton, Level 3, 170 Frome Street, Adelaide, SA 5000, Australia on Wednesday 31 May 2017 commencing at 10:00am ACST.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered. Definitions of capitalised terms used in the Notice of Meeting and Explanatory Statement are set out in Definitions section of the Explanatory Statement.

Business

Annual Report

To receive and consider the Annual Report of the Company for the financial year ended 31 December 2016, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1: Adoption of Remuneration Report

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

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval the Remuneration Report for the financial year ended 31 December 2016 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement

The Company will disregard any votes cast on the Resolution:

- by or on behalf of a member of the Key Management Personnel as disclosed in the Remuneration Report;
- by or on behalf of a Closely Related Party of a member of the Key Management Personnel; and
- as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chair pursuant to an express authorisation to exercise the proxy

Under section 250R of the Corporations Act, although the vote on the Resolution 1 is advisory only, if at least 25% of votes cast on this resolution are against the resolution, then Resolution 2 below will be put to Shareholders for their consideration and vote.

Resolution 2: Conditional Spill Resolution

If required, to consider and if thought fit to pass the following Resolution as an **ordinary resolution**:

"That, subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report:

- an extraordinary general meeting of the Company (**Spill Meeting**) will be held within 90 days of the passing of this Resolution;*
- all of the Directors, excluding the Managing Director, in office when the Board resolution to make the Directors' Report for the financial year ended 31 December 2016 was passed (being Mr Benny Qiu and Dr Shirley Yu) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting."*

Note: This Resolution is a conditional resolution. If less than 25% of the votes on Resolution 1 are cast against the adoption of the Remuneration Report at the Annual General Meeting, there will be no second strike and this Resolution 2 will not be put to the meeting.

Voting exclusion statement

The Company will disregard any votes cast on the Resolution (if Resolution 2 is put to the meeting):

- by or on behalf of a member of the Key Management Personnel as disclosed in the Remuneration Report;
- by or on behalf of a Closely Related Party of a member of the Key Management Personnel; and
- as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chair pursuant to an express authorisation to exercise the proxy

Resolution 3: Re-election of Dr Shirley Yu

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

"That Dr Shirley Yu, having been appointed to fill a casual vacancy on 18 July 2016, retires in accordance with Article 11.4 of the Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Resolution 4: Re-election of Mr Benny Qiu

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

"That Mr Benny Qiu, who retires in accordance with Article 11.1 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

By order of the Board

Chow-Yee Koh

Company Secretary
Sunbridge Group Ltd
27 April 2017

EXPLANATORY STATEMENT

Important Information

This Explanatory Statement has been prepared for the information of the shareholders of Sunbridge Group Ltd ACN 163 886 020 (**Company**) in connection with the Resolutions to be considered at the Annual General Meeting to be held at the offices of Grant Thornton, Level 3, 170 Frome Street, Adelaide, SA 5000, Australia on 31 May 2017.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions accompanying this Notice of Annual General Meeting.

This Notice should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Interpretation

Capitalised terms used in this Notice and Explanatory Statement have the meaning given to them in the Definitions section below.

References to “\$” and “A\$” in this Notice and Explanatory Statement are references to Australian currency unless otherwise stated.

References to time in this Notice and Explanatory Statement relate to the time in Sydney, New South Wales.

1. Voting

1.1 Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also speak at the Meeting;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder’s proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder’s proxy; and
- (e) Shareholders 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. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to the Company’s share registry Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia;
- (b) facsimile to the Company’s share registry, Boardroom Pty Limited, on facsimile number +61 2 9290 9655; or
- (c) hand to the Company’s share registry, Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 Australia;

(d) vote online www.votingonline.com.au/sbbagm2017

so that it is received by no later than 10.00am (ACST) on 29 May 2017. **Proxy Forms received later than this time will be invalid.**

1.2 Voting exclusion statements

Certain restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in the Notice.

1.3 Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 6.30pm (ACST) on 29 May 2017. Accordingly, transactions registered after this time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

2. Annual Report

The Annual Report of the Company for the financial year ended 31 December 2016, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Report and the management of the Company.

A representative of the Company's auditor, Grant Thornton, is anticipated to be in attendance at the meeting to respond to any questions raised of the auditor or on the Auditor's Report in accordance with section 250T of the Corporations Act.

3. Resolution 1: Adoption of Remuneration Report

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at the annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report adopted be put to a vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which does not bind the Directors or the Company. However, the Directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

Following consideration of the Remuneration Report for the financial year ended 31 December 2016, the Chair, in accordance with section 250SA of the Corporations Act, will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

At last year's annual general meeting, more than 25% of the votes cast on the resolution to adopt the 2015 Remuneration Report were voted 'against' the resolution. Accordingly, the Company received a 'first strike' under the executive remuneration laws.

If the votes 'against' the 2016 Remuneration Report again exceed 25% of the votes cast, the Company will receive a 'second strike' and Resolution 2 will be put to the meeting. If Resolution 2 is put to the meeting and passed, then it will be necessary for the Board to convene a further general meeting of the Company within 90 days of the Annual General Meeting in order to consider the composition of the Board.

The Directors encourage all Shareholders to vote on Resolution 1.

4. Resolution 2: Conditional Spill Resolution

Resolution 2 is a 'conditional' resolution. Resolution 2 will only be put to the meeting if at least 25% of the votes cast on Resolution 1 to adopt the Remuneration Report are cast 'against' the adoption of the Remuneration Report.

If less than 25% of the votes on Resolution 1 are cast 'against' the adoption of the Remuneration Report at the Annual General Meeting, there will be no 'second strike' and this Resolution 2 will not be put to the meeting.

If Resolution 2 is put to the meeting and passed, then it will be necessary for the Board to convene a further general meeting (**Spill Meeting**) of the Company within 90 days of the Annual General Meeting in order to consider the composition of the Board.

Section 250V of the Corporations Act, sets out the statutory requirements of a Spill Meeting resolution. Pursuant to section 250V, all of the Directors, excluding the Managing Director, in office when the Board passed its resolution to make the Directors' Report for the 2016 financial year will automatically vacate office immediately before the end of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at that meeting.

The Directors in office when the Board passed its resolution to make the Directors' Report for the 2016 financial year excluding the Managing Director are Mr Benny Qiu and Dr Shirley Yu.

Even if Dr Shirley Yu and Mr Benny Qiu are re-elected at this year's Annual General Meeting, they will still need to be re-elected at the Spill Meeting, if the Spill Meeting is held, to remain in office after the Spill Meeting.

The Directors unanimously recommend that Shareholders vote against Resolution 2 if it is put to the Meeting.

5. Resolution 3: Re-election of Dr Shirley Yu

Dr Shirley Yu was appointed as a Director of the Company on 18 July 2016. In accordance with Article 11.4 of the Constitution, a Director appointed to fill a casual vacancy holds office until the next general meeting of the Company and is then eligible for re-election. In accordance with this requirement, Dr Shirley Yu now retires from the Board and offers herself for re-election. Brief background information on Dr Shirley Yu is set out below:

Dr Shirley Yu

Dr Shirley Yu holds a PhD degree in Political Economy from Peking University, and is currently a candidate in Masters of Government degree at Harvard University. Shirley is the executive Vice President of Xinyuan Holding Group, parent company of Xinyuan Real Estate Co. Ltd. (NYSE:XIN), the first Chinese private company listed on NYSE. Shirley is a former China National Television News anchor, former China Managing Director of New York-based PE fund Healthpoint Capital, and a former banker with Merrill Lynch.

Other than Dr Shirley Yu, who does not make any recommendation in relation to her own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

6. Resolution 4: Re-election of Mr Benny Qiu

In accordance with Article 11.1 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement. Mr Benny Qiu retires by rotation at the Annual General Meeting and, being eligible, offers himself for re-election as a Director. Brief background information on Mr Benny Qiu is set out below:

Mr Benny Qiu

Mr Benny Qiu has over 30 years' experience in corporate finance, business management and international business across different industries, including manufacturing, real estate services, investment and financial services.

Other than Mr Benny Qiu, who does not make any recommendation in relation to his own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

The voting exclusion statements for Resolutions 1 and 2 are set out in the Notice of Meeting.

DEFINITIONS

In this Notice and Explanatory Statement, the following terms have the following meanings:

ACST means Australian Central Standard Time, being the time in Adelaide, South Australia.

Annexure an annexure to this Explanatory Statement.

Annual General Meeting or Meeting means the annual general meeting of Shareholders to be held at the offices of Grant Thornton, Level 3, 170 Frome Street, Adelaide, SA 5000, Australia on 31 May 2017, commencing at 10.00am (ACST),

Annual Report means the annual report of the Company for the financial year ended 31 December 2016.

Article means an article of the Constitution.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Auditor's Report means the auditor's report contained in the Annual Report.

Board means the board of Directors.

Business Day means any day other than a Saturday, a Sunday or a public holiday in Sydney, New South Wales.

Chair or Chairman means the chairperson of the Meeting.

Closely Related Party of the Key Management Personnel has the meaning given to that term in section 9 of the Corporations Act, being:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Sunbridge Group Ltd ACN 163 886 020.

Constitution means the constitution of the Company as at the date of the Meeting,

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

Director means a director of the Company.

Directors' Report means the directors' report contained in the Annual Report.

Explanatory Statement means the explanatory statement incorporated in the Notice.

Financial Report means the financial report contained in the Annual Report.

Key Management Personnel means the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules means the official Listing Rules of ASX.

Managing Director means the managing director of the Company, Mr Jiayin Xu.

Notice of Annual General Meeting or **Notice** means the notice of annual general meeting incorporating the Explanatory Statement.

Proxy Form means the proxy form attached to this Notice.

Remuneration Report means the remuneration report contained in the Annual Report.

Resolution means a resolution contained in the Notice.

Section means a section contained in the Explanatory Statement.

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

Shareholder means a holder of one or more Shares.

Spill Meeting has the meaning given to that term in Resolution 2 of the Notice.

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 10:00am ACST on Monday 29 May 2017.**

TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/sbbagm2017
- 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 securityholder 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 **10:00am ACST on Monday 29 May 2017**. 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/sbbagm2017 |
| 📠 By Fax | +61 2 9290 9655 |
| ✉ By Mail | Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia |
| 👤 In Person | Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia |

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

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 **Sunbridge Group Ltd** 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 securityholder) 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 **Sunbridge Group Ltd** to be held at the **offices of Grant Thornton, Level 3, 170 Frome Street, Adelaide SA 5000 on Wednesday 31 May 2017 at 10:00am 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair 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 Chair 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 the key management personnel for the Company.

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	Conditional Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Dr Shirley Yu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Benny Qiu	<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 / /2017