

# Dongfang Modern Agriculture Holding Group Limited

**ABN 34 604 659 270**

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## Notice of Annual General Meeting

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Notice is hereby given that the Annual General Meeting of members of Dongfang Modern Agriculture Holding Group Limited ABN 34 604 659 270 (**Company**) will be held at the time, date and place listed below to consider and vote on the resolution specified in this notice.

Please refer to the Explanatory Memorandum that accompanies this Notice of Meeting for important information on the resolutions proposed.

The attached Explanatory Memorandum that forms part of this Notice of Meeting is provided to supply Shareholders with information to enable them to make an informed decision regarding the Resolutions set out in this Notice.

<b>Time and date of Meeting:</b>	Monday, 23 May, 2016 at 11.00 am
<b>Place of Meeting:</b>	Boardroom Pty Limited, Level 12, 225 George Street Sydney
<b>Ordinary Business</b>	<p>To receive and consider the financial reports of the Company for the year ended 31 December 2015 and the reports of the Directors and Auditors.</p> <p>The Corporations Act and the Company's Constitution do not require that a vote of the Members be taken on the financial reports, or the reports of the Directors or Auditors. However Members will be provided with the opportunity to raise any issues with, or ask questions of, the Directors or Auditor in relation to the reports or the business and operations of the Company at the Meeting.</p>
	<b>Resolution 1 – Adoption of the Remuneration Report for year ended 31 December 2015</b>
	<p>To consider and, if thought fit, to pass the following resolution as an ordinary resolution</p> <p><i>"That the Remuneration Report required by section 300A of the Corporations Act for the financial year ended 31 December 2015 be adopted."</i></p> <p>Note that the vote on this Resolution is advisory only and does not bind the Company or its Directors.</p>

	<p><b>Voting Exclusion Statement</b></p> <p>In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>• a member of the key management personnel details of whose remuneration are included in the Remuneration Report;</li> <li>• a closely related party of such a member.</li> </ul> <p>However, the Company need not disregard any vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or if it cast by the person chairing the meeting as a proxy for a person who is entitled to vote, and the Chair has received express authority to vote undirected proxies as the Chair decides.</p>
	<p><b>Resolution 2 - Election of Director</b></p> <p>To consider and if thought fit to pass the following resolution as an ordinary resolution:</p> <p><i>“That Ming Sing Barton Tso be appointed as a director of the Company”</i></p>
<b>Notes</b>	<p><b>Explanatory Memorandum</b></p> <p>An explanation of the resolutions is set out in the accompanying Explanatory Memorandum (<b>EM</b>). This EM explains the purpose of the meeting and the resolutions to be considered at the meeting. .</p>
<b>Proxies</b>	<ul style="list-style-type: none"> <li>▪ each member has a right to appoint a proxy</li> <li>▪ a proxy does not have to be a member of the Company</li> <li>▪ a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion of number of votes each proxy is appointed to exercise. If such apportionment is not made, each proxy may exercise half of the member’s voting rights. Neither proxy is entitled to vote on a show of hands.</li> <li>▪ the proxy form must be signed personally by the member or his/her attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or the Corporations Act 2001. In the case of joint members, this proxy must be signed by each person personally or by an authorised attorney.</li> </ul>

	<ul style="list-style-type: none"> <li>▪ if a proxy is executed by an attorney of a member, the original of the relevant power of attorney or a certified copy of the power of attorney, if it has not already been noted by the Company, must accompany the proxy form.</li> <li>▪ a form of proxy is attached to this notice of meeting.</li> <li>▪ to be effective, proxies must be received by the Company at its Registered office at Level 12, 225 George Street Sydney NSW 2000 at least 48 hours before the time appointed for the meeting.</li> <li>▪ a proxy may be sent by fax to +61 2 9290 9655 and must be received by the time specified above.</li> <li>▪ to direct your proxy online, visit: <a href="http://www.votingonline.com.au/dfmagm2016">www.votingonline.com.au/dfmagm2016</a></li> </ul>
<p>By order of the Board</p>  <p>Gregory Starr Company Secretary</p> <p>Dated: 30 March 2016</p>	

# **Dongfang Modern Agriculture Holding Group Limited**

**ABN 34 604 659 270**

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## **Explanatory Memorandum**

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### **1. Introduction**

This Explanatory Memorandum contains important information in relation to the resolutions to be considered at the Annual General Meeting (AGM) of Shareholders for the year ended 31 December 2015. This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting.

You should read this Explanatory Memorandum in its entirety before making a decision on how to vote on the resolutions to be considered at the Annual General Meeting.

The purpose of this Explanatory Memorandum is to:

- hold the AGM for the year ended 31 December 2015 with the audited accounts for those income year to be presented to the shareholders and adopt the remuneration report;
- provide the Shareholders with information in relation to the resolutions to be put to the AGM;
- provide such other information in relation to the resolutions as is prescribed by the Listing Rules and the Corporations Act.

### **2. Financial Statements and Reports**

The Corporations Act requires the Company's Financial Report, the accompanying Auditor's Report and the Directors' Report for the year ended 31 December 2015 to be laid before the Annual General Meeting.

An electronic copy of the Company's Financial Report (and accompanying Auditor's Report and Directors' Report) is available on the Company's website at [dongfangmodernagriculture.com.au](http://dongfangmodernagriculture.com.au). A copy has also been sent by pre-paid post to those shareholders who requested a hard copy at their address for service set out in the Register of Members of the Company.

A reasonable opportunity for discussion of the Company's Financial Report (and accompanying Auditor's Report and Directors' Report) will be provided at the Annual General Meeting. There will be no formal resolution put to the meeting in relation to this item of ordinary business.

### **3. Resolution 1 – Adoption of the Remuneration Report**

The Remuneration Report for the year ended 31 December 2015 is set out in the 31 December 2015 financial statements, which are available on the Company's website at [dongfangmodernagriculture.com.au](http://dongfangmodernagriculture.com.au). A copy of those financial statements containing the

Remuneration Report also been sent by pre-paid post to those shareholders who requested a hard copy at their address for service set out in the Register of Members of the Company.

Pursuant to section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote at the Company's Annual General Meeting. The vote on the proposed resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

Pursuant to the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") to decide whether an extraordinary general meeting of shareholders (**EGM**) is to be held within 90 days of the date of that AGM to consider the election of the Company's directors (other than the CEO and Managing Director). If a spill resolution is passed (that is, more than 50% of votes cast are in favour), all of the Company's directors (other than the CEO and Managing Director) will cease to hold office at the end of the EGM, unless re-elected at that meeting.

The Chairman will allow a reasonable opportunity for members to discuss the Remuneration Report.

#### **Voting Exclusion Statement**

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast (in any capacity) by or on behalf of either of the following persons:

- a member of the key management personnel details of whose remuneration are included in the Remuneration Report;
- a closely related party of such a member.

However, the Company need not disregard any vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or if it cast by the person chairing the meeting as a proxy for a person who is entitled to vote, and the Chair has received express authority to vote undirected proxies as the Chair decides.

#### **4. Resolution 2 - Election of Ming Sing Barton Tso as a Director**

The Constitution as well as Listing Rule 14.4 requires that one-third (or if that is not a whole number, the next lowest whole number) of the directors (not counting the managing director) to automatically retire at the end of each AGM. The directors who must retire are those directors who have been longest in office since their appointment on registration or their last election (whichever is later). If they became directors on the same day, they may agree who retires. If they do not agree, they may select by lot who retires.

The Company has 4 directors not counting the managing director. Therefore, one of the directors is required to retire at this AGM.

Ming Sing Barton Tso has agreed to retire as a director at the end of this AGM.

Ming Sing Barton Tso has in accordance with the terms of the Constitution, notified the Company that he is available for re-election and accordingly available for election as a director at this AGM.

Ming Sing Barton Tso was appointed as a director of the Company on 10 March 2015 being before the Company's ordinary shares were admitted for quotation on the ASX and has been an executive director since his appointment. He was up until recently the Chief Executive Officer of the Company but as announced to the market on 1 March 2016 he had to resign from the position for personal reasons. However he wishes to remain as an executive director and therefore offers himself for election.

Mr Ming Sing Barton Tso is aged 49. In 1988, Mr Tso graduated from the School of Economics, Fudan University with a Bachelor Degree of Economics, majoring in International Finance.

In the 26 years since graduating from Fudan University, Mr Tso has been engaged in the enterprise management, capital market operation and banking business investment in various enterprises and public companies in the Peoples Republic of China Mainland & Hong Kong. Mr Tso also has experience in strategies for public companies, internal control management, enterprise investment and financing and building of talent teams.

Mr Tso was the Financial Manager in the Hong Kong Branch of Fujian Start Group Co., Ltd., which is a public company listed in Shanghai Stock Exchange of PRC. Mr Tso was also the Executive Director and Chief Operating Officer in China Fortune Holdings Limited, a public company listed in Hong Kong Stock Exchange.

**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](http://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 11:00am on Saturday 21 May 2016.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** [www.votingonline.com.au/dfmagm2016](http://www.votingonline.com.au/dfmagm2016)
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am on Saturday 21 May 2016**. 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:**

- |                    |  |
|--------------------|--|
| 💻 <b>Online</b>    | <a href="http://www.votingonline.com.au/dfmagm2016">www.votingonline.com.au/dfmagm2016</a> |
| 📠 <b>By Fax</b>    | + 61 2 9290 9655   |
| ✉ <b>By Mail</b>   | Boardroom Pty Limited<br>GPO Box 3993,<br>Sydney NSW 2001 Australia                        |
| 👤 <b>In Person</b> | Boardroom Pty Limited<br>Level 12, 225 George Street,<br>Sydney NSW 2000 Australia         |

#### Attending the Meeting

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

# Dongfang Modern Agriculture Holding Group Limited

ABN 34 604 659 270

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## 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 **Dongfang Modern Agriculture Holding Group Limited** (Company) and entitled to attend and vote hereby appoint:

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the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Boardroom Pty Ltd, Level 12, 225 George Street, Sydney NSW 2000 on Monday, 23 May, 2016 at 11:00am** 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 the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Elect Ming Sing Barton Tso as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SHAREHOLDERS

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 / / 2016