



LionHub Group Limited

ACN 119 999 441

Notice of Annual General Meeting and Explanatory Statement

Time: 3.30pm (AEST)

Date: Monday 23 May 2016

Place: The Adam Room
Level 4, Castlereagh Boutique Hotel
169 Castlereagh Street
Sydney NSW 2000
Australia

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

This document does not take into account your individual circumstances. If you are in doubt about how to deal with it, please consult your financial or other professional adviser.

NOTICE is given that the Annual General Meeting of the Company will be held at:

The Adam Room, Level 4
Castlereagh Boutique Hotel
169 Castlereagh Street
Sydney NSW 2000, Australia

at 3.30 pm (AEST) on Monday 23 May 2016.

ORDINARY BUSINESS

1. Receipt of the Financial Report for the year ended 31 December 2015

Receipt of the Company's Financial Report and the Directors' Report and the Auditor's Report for the year ended 31 December 2015.

2. Remuneration Report

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

“That the Remuneration Report for the year ended 31 December 2015 be adopted.”

3. Re-elect Ms. Jamie Gee Choo KHOO as a Director of the Company

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

To re-elect Ms. Jamie Gee Choo KHOO as a Director of the Company, who retires in accordance with the Constitution of the Company, and being eligible, offers herself for re-election.

4. Re-elect Ms. Kwee Jee Lee as a Director of the Company

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

To re-elect Ms. Kwee Jee LEE as a Director of the Company, who retires in accordance with the Constitution of the Company, and being eligible, offers herself for re-election.

VOTING EXCLUSIONS

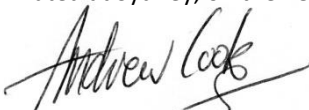
RESOLUTION 2 - KEY MANAGEMENT PERSONNEL (KMP):

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the KMP (as defined in Section 9 of the Corporations Act 2001 (Cth)) details of whose remuneration are included in the Remuneration Report;
 - by or on behalf of a closely related party (as defined in Section 9 of the Corporations Act 2001 (Cth) such as close family members and any controlled companies) of a member of the KMP; or
 - as a proxy by a member of the KMP or a KMP's closely related party,
- unless the vote is cast as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form.

Important Notice for Resolution 2: However, if a shareholder appoints the Chairman of the meeting as the shareholder's proxy and does not specify how the Chairman is to vote on this resolution and their appointment expressly authorises the chair to exercise the proxy, the Chairman will vote in favour of the resolution even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Dated at Sydney, on the 18th day of April 2016



By order of the Board
Andrew J. Cooke
Company Secretary

2015 ANNUAL REPORT:

The 2015 Annual Report is available on the Company's Website: www.lionhub.com.au and www.lionhub.com.au/irm/content/annual-reports1.aspx?RID=358

PROXIES:

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the shareholder.
- Where two proxies are appointed:
 - (i) a separate proxy Form, should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A shareholder can appoint any other person to be their proxy. A proxy need not be a shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- In the case of shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the shares are held by one individual, by that shareholder;
 - (ii) if the shares are held in joint names, by any one of them.
- In the case of shareholders who are companies, the Proxy Form must be signed:
 - (iii) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (iv) in the case of any other company by either two directors or a director and secretary.The use of the common seal of the company, in addition to those required signatures, is optional.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company no later than 48 hours before the time for the holding of the meeting:
 - (i) by **facsimile** : on 02 8281 3030 (within Australia) or +61 2 8281 3030 (from outside of Australia)
or
 - (ii) in **person** or by **mail** :
LionHub Group Limited
Level 3A, Hyde Park Tower
148 Elizabeth Street
Sydney NSW 2000, Australia

or
 - (iii) by **email** : andrewcooke@lionhub.com.au.

CORPORATE REPRESENTATIVES:

A body corporate that is a member, or that has been appointed as a proxy of a member, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment including the authority under which it is signed.

CHAIR'S VOTING INTENTIONS:

Subject to any applicable voting exclusions, the Chair of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the *Corporations Act 2001 (Cth)*, the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 7.00pm (AEST) on Friday 20 May 2016.

EXPLANATORY STATEMENT**1. Financial Report – Year ended 31 December 2015**

The Corporations Act requires the financial report (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the financial report.

A representative of the Auditor will be attending the Annual General Meeting.

As a shareholder, you are entitled to submit a written question to the Auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the Auditor's report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than 13 May 2016. All questions must be sent to the Company and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor.

The Auditor will answer written questions submitted prior to the Annual General Meeting.

The Auditor will also answer questions at the meeting from shareholders 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 the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

2. Resolution 2: Remuneration Report

The Directors' report for the year ended 31 December 2015 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Directors believe that the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate for the size of the Company, its business and objectives.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the Directors, excluding the CEO, will need to stand for re-election (a "Spill Resolution"). If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's 2015 annual general meeting, the votes cast against the remuneration report considered at that meeting were less than 25%. Accordingly, a Spill Resolution cannot be put at this meeting.

Members attending the annual general meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

3. Resolution 3: Re-election of Ms. Jamie Gee Choo KHOO as a Director

Ms Khoo graduated with a MBA from University of Hull, UK and is a fellow member of the Institute of Singapore Chartered Accountants and a Member of Singapore Institute of Directors. Ms Khoo has over 20 years' experience in accounting and corporate finance with extensive experience in corporate funding, investment evaluation, due diligence and corporate structuring. Ms Khoo holds directorships in ASX-listed Stemcell United Limited and Invitrocue Limited. She is currently the Deputy CFO of a China-Based Info technology Company.

Ms Khoo was appointed as a Director on 26 November 2013 and is a member of the Audit and Risk Committee.

The Board (other than Ms. Khoo) recommends that shareholders vote in favour of Ms. Khoo's re-election as a Director.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

4. Resolution 4: Re-election of Ms. Kwee Jee LEE as a Director

Ms Lee spent 20 years working in the Singapore Public Sector formulating and overseeing policies in the Ministries of Finance, the Environment and Defence. She also spent a year in IE Singapore promoting Singapore companies and products. Ms Lee has additionally spent 20 years working for large multinational corporations such as GE, Singapore Technologies Pte Ltd and ST Telemedia, focussing on human capital development and building strategic relations for business expansion. She is also a Director of Land & Homes Group Ltd.

Ms. Lee was appointed as a Director on 26 November 2013 and is Chairman of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee.

The Board (other than Ms. Lee) recommends that shareholders vote in favour of Ms. Lee's re-election as a Director.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

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LIONHUB GROUP LIMITED

ACN: 119 999 441

REGISTERED OFFICE:
LEVEL 3A
HYDE PARK TOWER
148 ELIZABETH STREET
SYDNEY NSW 2000

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«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

LHB

Holder Number:

«HOLDER_NUM»

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 3:30pm AEST on Monday 23 May 2016 at The Adam Room, Level 4, Castlereagh Boutique Hotel, 169 Castlereagh Street, Sydney NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

2. Remuneration Report

For

Against

Abstain*

3. Re-election of Ms. Jamie Gee Choo KHOO as a Director

4. Re-election of Ms. Kwee Jee LEE as a Director

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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 votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Lionhub Group Limited no later than 3:30pm AEST on Saturday 21 May 2016.

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My/Our contact details in case of enquiries are:

Name:

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Number:

(

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Lionhub Group Limited no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

LIONHUB GROUP LIMITED

In person or by mail Lionhub Group Limited
Level 3A, Hyde Park Tower
148 Elizabeth Street
Sydney NSW 2000, Australia

Facsimile +61 2 8281 3030

Email andrewcooke@lionhub.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

