

**NFM GROUP LIMITED**  
(Company Number: BVI-1883475 ARBN-608029125)  
(Incorporated in British Virgin Islands)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of NFM Group Limited will be held at B1 Floor, Building 20, No. 109, Jinghai San Road, Economic and Technological Development Zone, 102600 Beijing, China PRC on Friday, 25 May 2018 at 10.00am to transact the following businesses:-

**AGENDA**

**ORDINARY BUSINESS**

1. To adopt the statutory financial statement for the financial year ended 31 December 2017 together with the Directors' and Auditors' Reports thereon.
2. To re-elect the following Directors, each of whom retires in accordance with Clause 19 of the Company's Articles of Association, and being eligible, wishes to stand for re-election as Director of the Company.:-
  - 2.1 Mr. Zheng Bowen     *(Resolution 1)*
  - 2.2 Mr. Xiao Feng       *(Resolution 2)*
3. To re-appoint Messrs K.H. Chong & Co (AF 1258) as Auditors of the Company and to authorize the Directors to determine their remuneration.     *(Resolution 3)*

BY ORDER OF THE BOARD



MR. ZHENG BOWEN, CHAIRMAN  
Beijing, China

Date: 28 April 2018

**Note:**

1. Members whose names appears in the Record of Depositors as at 23 May 2018 entitled to attend, speak and vote at this General Meeting may appoint a proxy to attend, speak and vote on his behalf. A proxy may but need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing and signed by the appointor or the appointor's attorney duly authorized in writing, or if the appointor is a body corporate, by its corporate representative or at least two (2) of its officers.

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3. The instrument appointing a proxy and the original power of attorney (if any) under which it is signed or a certified copy of the power of attorney must be deposited to Company's office, by facsimile receive at the Company's office or at other place fax number or electronic address specified for the purpose in the notice of meeting.
4. The instrument of proxy may be worded so that a proxy is directed to vote either for or against each of the resolutions to be proposed. Any instrument of proxy deposited in which the name of the appointee is not filled will be given in favour of the chairman of the meeting to which it relates. The instrument of proxy may specify the proportion or number of votes that the proxy may exercise.

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## **EXPLANATORY STATEMENT**

- This Explanatory Statement has been prepared for shareholders to provide information about the items of business to be considered at the Annual General Meeting to be held at 10:00 am (Beijing Time) on Friday 25 May 2018.
- This Explanatory Statement should be read in conjunction with the Notice of Meeting.
- The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

### **1. Financial Statements and Reports**

The Corporations Act requires the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2017 to be laid before the AGM. Shareholders will be provided with a reasonable opportunity to ask questions about the reports. There is no requirement either in the Corporations Act or the Company's Constitution that the Shareholders vote on or approve the reports.

Shareholders can access a copy of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2017 on the Company's website: [www.nfmgroup.com.cn](http://www.nfmgroup.com.cn)

### **2. Resolution 1 – Re-election of Mr. Zheng Bowen as a Director**

In accordance with the Clause 19 of the Company's Articles of Association, the director shall retire and being eligible for re-election offer them self for re-election at the annual general meeting of shareholders.

The directors, other than Mr. Zheng Bowen, recommend that shareholders vote in favour of Resolution 1.

### **3. Resolution 2 – Re-election of Mr. Xiao Feng as a Director**

In accordance with the Clause 19 of the Company's Articles of Association, the director shall retire and being eligible for re-election offer them self for re-election at the annual general meeting of shareholders.

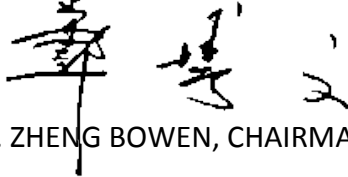
The directors, other than Mr. Xiao Feng, recommend that shareholders vote in favour of Resolution 2.

**4. Resolution 3 – Re-appoint Messrs K.H. Chong & Co (AF 1258) as Auditors of the Company and to authorize the Directors to determine their remuneration**

The Company Seeks to re-appoint Messrs K.H. Chong & Co (AF 1258) as Auditors of the Company and to authorize the Directors to determine their remuneration.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

**By Order Of the Board,**

A handwritten signature in black ink, appearing to be 'Zheng Bowen', written over a horizontal line.

MR. ZHENG BOWEN, CHAIRMAN