
LIONHUB GROUP LIMITED

ACN 119 999 441

NOTICE OF 2012 ANNUAL GENERAL MEETING

TIME: 11:00am (AEDST)

DATE: Monday, 24 February 2014

PLACE Level 3A
Hyde Park Tower
148 Elizabeth Street
SYDNEY NSW 2000

This is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at

- 11.00am (AEDST) on Monday, 24 February 2014
- Level 3A
Hyde Park Tower
148 Elizabeth Street
SYDNEY NSW 2000

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form:

- post to NKH Knight Pty Ltd, PO Box 8281, SUBIACO WA 6008;
- send by facsimile to NKH Knight Pty Ltd on (08) 9367 8812 (within Australia) or +61 8 9367 8812 (outside Australia)

so that it is received not later than 11.00am (AEDST) on Saturday, 22 February 2014.

Proxy Forms received later than this time will be invalid.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (AEDST) on Saturday, 22 February 2014.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2012 Annual General Meeting of LionHub Group Limited will be held at 11.00am (AEDST) on Monday, 24 February 2014 at Level 3A, Hyde Park Tower, 148 Elizabeth Street, SYDNEY NSW 2000.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Adoption of 2010 to 2012 Annual Financial Reports

To table and consider the Annual Reports of the Company and its controlled entities for the years ended 31 December 2010, 31 December 2011 and 31 December 2012 which includes the Financial Report, the Directors' and Auditor's Reports.

1. Adoption of 2010 Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2010."

2. Adoption of 2011 Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2011."

3. Adoption of 2012 Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2012."

VOTING EXCLUSION STATEMENT FOR RESOLUTIONS 1 to 3

In accordance with Section 250R of the Corporations Act, a vote on Resolutions 1 to 3 must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if:

- (a) That person is acting as proxy, the proxy form specifies how the proxy is to vote and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) The person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

4. Re-election of Ms (Jamie) Khoo Gee Choo as Director

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

“That, in accordance with clause 13.2 of the Company’s Constitution and for all other purposes, Ms (Jamie) Khoo Gee Choo, who retires by rotation in accordance with the Company’s Constitution, offers herself for re-election and is hereby re-elected as a director of the Company.”

General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporation Act.

By Order of the Board



Eryn Kestel
Company Secretary
21 January 2014

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the Annual General Meeting of LionHub Group Limited to be held on Monday, 24 February 2014 at 11:00am (AEDST).

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

Annual Financial Reports

The first agenda item is to receive the Annual Reports of the Company for the years ended 31 December 2010, 31 December 2011 and 31 December 2012, comprising the Financial Reports, Directors' Report and Independent Auditor's Report.

There is no requirement for Shareholders to approve the Annual Reports of the Company for the years ended 31 December 2010, 31 December 2011 and 31 December 2012.

However, Shareholders present at the Annual General Meeting will be able to:

- (a) Ask the directors' present questions or make comment on the management of the Company; and
- (b) Ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Reports.

Shareholders who are unable to attend the Annual General Meeting but would still like to ask questions in relation to the Annual Reports of the Company for the years ended 31 December 2010, 31 December 2011 and 31 December 2012 can submit written questions to the Chairman about the management of the Company, or to the Company's Auditor about:

- (a) The preparation and the content of the Auditor's Report;
- (b) The conduct of the 2010, 2011 and 2012 audits;
- (c) Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2010, 2011 and 2012 audits

The questions will need to be submitted no later than five (5) business days before the Annual General Meeting to the Company Secretary at the Company's Registered Office.

Resolutions 1 to 3 – Adoption of Remuneration Reports

In accordance with Section 250R(2) of the Corporations Act at a listed company's Annual General Meeting, the Board is able to present the Company's Remuneration Report to Shareholders for consideration and adoption.

The Remuneration Report:

- Sets out the remuneration arrangements for each Director and for each of the KMP of the Company; and
- Explains the Board's policies in relation to the objectives and structure of remuneration

The Chairman will allow a reasonable opportunity for discussion of the remuneration report at the Annual General Meeting.

The Directors' Report contains the Remuneration Report which sets out the remuneration policy of the Company and reports the current remuneration arrangements in place for the Non-Executive Directors and Senior Management.

Section 250R(3) of the Corporations Act provides that Resolutions 1 to 3 are advisory only and does not bind the directors of the Company to the outcomes passed. A failure of Shareholders to pass Resolutions 1 to 3 will not require the directors to alter any of the arrangements in the Remuneration Reports.

The Director and Executive Remuneration Act came into effect on 1 July 2011 and offers Shareholders with the opportunity to remove the Board under the two strike rules.

Accordingly; if at least 25% of the votes cast on the Adoption of the Remuneration Report Resolution are voted against adoption of the Report, the first element in the new Board Spill provisions will be triggered.

The two strike rule will not impact the 2010 Remuneration Report but it will be considered in light of the 2011 and 2012 Remuneration Reports.

Pursuant to the Corporations Act, if the Chairman, a Key Management Personnel or any Closely Related Party is appointed as a proxy to vote on Resolutions 1 to 3, ***express instructions/directions must be given so that the proxy knows how to vote.***

If no directions on how to vote on Resolutions 1 to 3 are provided, the Chairman, a Key Management Personnel or any Closely Related Party is prevented by the Corporations Act from exercising the undirected vote and the vote will not be counted in relation to Resolutions 1 to 3.

The Chairman intends to exercise all undirected proxies in favour of Resolutions 1 to 3. If the Chairman of the Meeting is appointed as a proxy and there is no specification as to the way the Chairman is to vote on Resolutions 1 to 3, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation to vote the proxy in accordance with the Chairman's intention.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolutions 1 to 3.

Resolution 4 – Re-Election of Ms Khoo

In accordance with ASX Listing Rule 14.5; a public listed company must hold an election of directors each year, which is usually done at the Annual General Meeting. No director of a public listed company may hold office past the third Annual General Meeting following their appointment without re-election.

Clause 13.2 of the Company's Constitution requires that if the Company has three or more Directors, one third of those Directors must retire at each LionHub Group Limited Annual General Meeting.

LionHub Group Limited currently has three (3) Non-Executive Directors and accordingly, one (1) must retire but the director who retires by rotation under Clause 13.2 of the Constitution is eligible for re-election.

Ms Jamie Khoo Gee Choo retires by rotation and seeks re-election as a Non-Executive Director pursuant to Resolution 4.

Ms Khoo holds a Master of Business Studies from the University of Hull in the United Kingdom and is a member of the Singapore Chartered Accountants.

Ms Khoo has over twenty (20) years experience in accounting and corporate finances and extensive experience in company funding, investment evaluation, due diligence and structuring.

Until recently; Ms Khoo was an executive director of Adventus Holdings Ltd a company listed on the Singapore Exchange and is a current director of ASX listed company; Refresh Group Ltd and MDS Financial Group Ltd.

GLOSSARY

\$ means Australian dollars

Annual General Meeting or Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

AEDST means Australian Eastern Standard Daylight Time as observed in Sydney, New South Wales.

Board means the current board of directors of the Company.

Business Days means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (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 LionHub Group Limited (ACN 119 999 441).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means Non-Executive Directors

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Meeting.

Key Management Personnel is defined by AASB 124 Related Party disclosures as all directors and 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) of the Company.

Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting including the Explanatory Memorandum.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the years ended 31 December 2010, 31 December 2011 and 31 December 2012.

Resolutions means the resolutions set out in the Notice of Meeting or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

**APPOINTMENT OF PROXY
LIONHUB GROUP LIMITED
ACN 119 999 441**

ANNUAL GENERAL MEETING PROXY FORM

Member Details

Name:

Address:

Contact Telephone No:

Appointment of Proxy

I/We being a Member/s of LionHub Group Limited and entitled to attend and vote hereby appoint

Chairman of the Meeting **OR**

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Annual General 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 LionHub Group Limited to be held at Level 3A, Hyde Park Tower, 148 Elizabeth Street, SYDNEY NSW 2000 on Monday, 24 February 2014 at 11.00am (AEDST) and at any adjournment of that meeting.

“Important in relation to Resolutions 1 to 3– If the Chairman of the Meeting is your proxy or is appointed your proxy be default then he intends to vote all available proxies in favour of Resolutions 1 to 3, unless you indicate otherwise by ticking either the “for”, “against” or “abstain” box. By authorising the chairman to vote in accordance with the chairman’s voting intentions on Resolutions 1 to 3 you will be approving the chairman to vote in favour of Resolutions 1to 3 even though Resolutions 1 to 3 are connected directly or indirectly with the remuneration of a member of Key Management Personnel.

If no directions are given, the Chair will vote in favour of all the Resolutions in which the Chair is entitled to vote undirected proxies.

	For	Against	Abstain
Ordinary Resolutions			
Resolution 1. Adoption of Remuneration Report for 2010 Financial Year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2. Adoption of Remuneration Report for 2011 Financial Year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3. Adoption of Remuneration Report for 2012 Financial Year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4. Re-Election Ms (Jamie) Khoo Gee Choo as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Note: By marking the Abstain box for any of the Resolution 1 to 4 you are directing the 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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

<p>PLEASE SIGN HERE Individual or Member 1</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p>	<p>Member 2</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director</p>	<p>Member 3</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director/Company Secretary</p>
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LIONHUB GROUP LIMITED
ACN 119 999 441

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDST) on Saturday, 22 February 2014.

1. **Appointing a Proxy:** A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **Direction to Vote:** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

Unless authorised by ASIC, if a member of Key Management Personnel or their Closely Related Parties is appointed as a proxy, they are not permitted to vote undirected proxies on remuneration matters (arising directly or indirectly in connection with remuneration of Key Management Personnel), related party benefit matters under Chapter 2E of the Corporations Act and any spill resolutions. However, the chair may vote a proxy that does not specify how it is to be voted, provided the member who has lodged the proxy has provided their consent in the proxy form for the chair to exercise the proxy in its discretion (save in relation to the remuneration report where a direction is required).

3. **New sections 250BB and 250BC of the Corporations Act:** These sections came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:
 - if proxy holders vote, they must cast all directed proxies as directed; and
 - any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote 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 it does:

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

LIONHUB GROUP LIMITED
ACN 119 999 441

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

Transfer of non-chair proxy to chair in certain circumstances Section 250BC of the Corporations Act provides that, if:

- 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
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - (i) 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.

4. Signing Instructions:

- **(Individual):** Where the holding is in one name, the member must sign.
- **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
- **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

5. Attending the Meeting: Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.

6. Return of Proxy Form: To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- post to NKH Knight Pty Ltd, PO Box 8281, SUBIACO WA 6008;
- send by facsimile to NKH Knight Pty Ltd on (08) 9367 8812 (within Australia) or +61 8 9367 8812 (outside Australia)

so that it is received not later than 11.00am (AEDST) on Saturday, 22 February 2014.

Proxy Forms received later than this time will be invalid.

**LionHub Group Limited
ACN 119 999 441**

Corporate Representative Form

Please return this Appointment Form of Corporate Representative to the following address

*NKH Knight Pty Ltd
PO Box 8281, SUBIACO WA 6008
Or
Facsimile on (08) 9367 8812 (within Australia)
+61 8 9367 8812 (outside Australia)*

Shareholder Details

This is to certify that by a resolution of the directors of:

_____ ACN _____
(Insert Company Name)

(Insert Address)

The Company has appointed:

(Insert Name of Corporate Representative)

In accordance with the provisions of Section 250D of the Corporations Act to act as the Corporate Representative of the company to exercise all or any of the powers the company may exercise at the Annual General Meeting of shareholders of LionHub Group Limited ACN 119 999 441 to be held on Monday, 24 February 2014 at 11.00am (AEDST) and at any adjournment or postponement of the Annual General Meeting, or any meeting arising from the Annual General Meeting.

Dated this day of 2014

Executed by

ACN
in accordance with section 127 of the *Corporations Act*
2001:

.....
Director

.....
Director/Secretary

.....
Name of Authorised Representative

.....
Signed by Authorised Representative