



FRONTIER CAPITAL GROUP LIMITED

ASX: FCG

Notice of Annual General Meeting & Explanatory Statement

**The Annual General Meeting of
Frontier Capital Group Limited
ACN 145 105 148
will be held at Hudson House, Level 2
131 Macquarie Street Sydney NSW 2000
At 11.30 am on 31 May 2016**

NOTICE OF ANNUAL GENERAL MEETING

Frontier Capital Group Limited

ACN 145 105 148

Notice is hereby given that the Annual General Meeting of members of Frontier Capital Group Limited (**the Company**), will be held at the registered office of the Company, Hudson House, Level 2, 131 Macquarie Street, Sydney NSW 2000 at 11.30 am on 31 May 2016.

Ordinary Business

1. Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditors thereon for the financial year ended 31 December 2015.

2. Resolution 1: Ordinary resolution to adopt the Remuneration Report

To consider and, if thought fit, pass the following resolution **as a non-binding resolution**.

"That the Directors' Remuneration Report for the year ended 31 December 2015 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth)".

Note: this Remuneration Report is set out on pages 13 to 15 of the Directors' Report contained in the 2015 Annual Report in accordance with Section 250R(3) of the Corporations Act 2001 (Cth).

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following:

- (a) Key Management Personnel including Directors; and
- (b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

3. Election of Directors

a) Resolution 2: Ordinary resolution to elect Dato Helen Li Zhang as a Director of the Company

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**.

"That Dato Helen Li Zhang, retiring in accordance with Article 49.1.3 of the Company's Constitution, be re-elected as a director of the Company".

Note: the qualifications and experience of Dato Helen Li Zhang are provided in the Company's 2015 Annual Report tabled at this Annual General Meeting.

b) Resolution 3: Ordinary resolution to elect William Wilkinson as a Director of the Company

To consider, and if thought fit, pass the following resolution as **an ordinary resolution**.

"That Mr William Wilkinson, retiring in accordance with Article 49.1.1 of the Company's Constitution, be elected as a director of the Company".

Note: The qualifications and experience of Mr William Wilkinson are provided in the Company's 2015 Annual Report tabled at this Annual General Meeting.

c) Resolution 4: Ordinary resolution to elect Mr Ken Hong Wong as a Director of the Company

To consider, and if thought fit, pass the following resolution as **an ordinary resolution**.

"That Mr Ken Hong Wong, retiring in accordance with Article 49.1.1 of the Company's Constitution, be elected as a director of the Company".

Note: The qualifications and experience of Mr. Ken Hong Wong are provided in the Company's 2015 Annual Report tabled at this Annual General Meeting.

d) Resolution 5: Ordinary resolution to elect Foo Meng Leung as a Director of the Company

To consider, and if thought fit, pass the following resolution as **an ordinary resolution**.

"That Mr Foo Meng Leung, retiring in accordance with Article 49.1.1 of the Company's Constitution, be elected as a director of the Company".

Note: The qualifications and experience of Mr Foo Meng Leung are provided in the Company's 2015 Annual Report tabled at this Annual General Meeting.

e) Resolution 6: Ordinary resolution to elect Mr Hun Seang Law as a Director of the Company

To consider, and if thought fit, pass the following resolution as **an ordinary resolution**.

"That Mr Hun Seang Law, retiring in accordance with Article 49.1.1 of the Company's Constitution, be elected as a director of the Company".

4. Resolution 7: Special Resolution to approve an additional 10% placement facility

To consider, and if approve of, to pass, the following **as a special resolution**.

"That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, that shareholders approve to allow the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of the issue), calculated using the formula prescribed in ASX Listing Rule 7.1A.2 and on the conditions described the explanatory statement attached to this Notice."

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 7 by any person who may participate in the proposed share issue under Resolution 7 and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 8 is passed and an associate of any of those persons. However, the Company will not disregard the vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.*

5. Other Business

To transact any other business that may be brought before an Annual General Meeting in accordance with the Company's Constitution and the Corporations Act.

By Order of the Board



Henry Kinstlinger
Company Secretary

21 April 2016

This Notice of Meeting is accompanied by an Explanatory Statement to Shareholders that explains the purpose of the Meeting and the resolutions to being considered.

Explanatory Statement

This Explanatory Statement is intended to provide shareholders of Frontier Capital Group Limited (**the Company**), with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

1. Financial Statements and Reports

The Corporations Act 2001 requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the *Corporations Act 2001* nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 31 December 2015.

In addition, shareholders may, at the meeting, ask questions of the auditor in relation to the following matters;

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's Annual Financial Report on the Company's website www.fcgl.com.au/investors.

2. Resolution 1 – Adoption of Directors' Remuneration Report

Pursuant to Section 250R(2) of the *Corporations Act 2001*, a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. The Remuneration Report is set out in pages 13 to 15 of the Company's 2015 year 2015 Annual Report and is also available from the Company's website www.fcgl.com.au.

The Remuneration Report:

- describes the policies behind and the structure of the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including Chief Executive Officer.

If the Company's Remuneration Report resolution receives 'NO' votes of 25% or more of the votes cast at the meeting, the Company's subsequent remuneration report will include a report on actions taken by the Board in the Company's next annual report.

The Board will take the outcome of the vote, even if it received a less than 25% 'NO' vote into consideration when reviewing the Company's remuneration policy. A 'NO' vote of 25% or more **was not** received at the Company's 2014 Annual General Meeting.

3. Election of directors

a) Resolution 2 – Election of Dato Helen Li Zhang as a director of the Company

Clause 49.1.3 of the Company's Constitution states that one third of the directors automatically retire at the end of each annual general meeting. Accordingly, Dato Helen Li Zhang offers herself for re-election.

Dato Helen Li Zhang was elected a director on 14 October 2014. In accordance with Article 49.1.1, Dato Helen Li Zhang offers herself for election. The qualifications and experience of Dato Helen Li Zhang are provided in the 2015 Annual Report tabled at this annual general meeting.

b) Resolution 3 – Election of Mr. William Wilkinson as a director of the Company

Clause 49.1.1 of the Company's Constitution states that any director appointed by the Directors or the Company in general meeting since the last annual general meeting automatically retires at the end of each annual general meeting.

William Wilkinson was appointed a director on 30 June 2015. In accordance with Article 49.1.1, William Wilkinson offers himself for election. The qualifications and experience of Mr. Wilkinson are provided in the 2015 Annual Report tabled at this annual general meeting.

c) Resolution 4 – Ordinary resolution to elect Ken Hong Wong as a director of the Company

Clause 49.1.1 of the Company's Constitution states that any director appointed by the Directors or the Company in general meeting since the last annual general meeting automatically retires at the end of each annual general meeting.

Ken Hong Wong was appointed a director on 3 February 2016. In accordance with Article 49.1.1 of the Company's Constitution, Ken Hong Wong offers himself for election. The qualifications and experience of Ken Hong Wong are provided in the 2015 Annual Report tabled at this Annual General Meeting.

d) Resolution 5 – Ordinary resolution to elect Foo Meng Leung as a director of the Company

Clause 49.1.1 of the Company's Constitution states that any director appointed by the Directors or the Company in general meeting since the last annual general meeting automatically retires at the end of each annual general meeting.

Foo Meng Leung was appointed a director on 3 February 2016. In accordance with Article 49.1.1 of the Company's Constitution, Foo Meng Leung offers himself for election. His qualifications and experience are provided in the 2015 Annual Report tabled at this Annual General Meeting.

e) Resolution 6 – Ordinary resolution to elect Hun Seang Law as a director of the Company

Clause 49.1.1 of the Company's Constitution states that any director appointed by the Directors or the Company in general meeting since the last annual general meeting automatically retires at the end of each annual general meeting.

Hun Seang Law was appointed a director on 3 February 2016. In accordance with Article 49.1.1 of the Company's Constitution, Hun Seang Law offers himself for

election. His qualifications and experience are provided in the 2015 Annual Report tabled at this Annual General Meeting.

4. Resolution 7 – Special Resolution to approve an additional 10% placement facility

ASX Listing Rule 7.1 prohibits a listed company from issuing equity securities representing more than 15% of its issued capital in any twelve month period without obtaining shareholder approval (subject to certain exceptions).

However, under ASX Listing Rule 7.1A, a company can seek shareholder approval to allow up to an additional 10% capacity to issue the same class as existing quoted class of securities over a twelve month period after an annual general meeting.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The Company has not previously sought approval under ASX Listing Rule 7.1A. If Resolution 9 is approved as a special resolution then the Company, within 12 months after shareholder approval, may issue an additional 10% equity securities calculated in accordance with the formula in ASX Listing Rule 7.1A.2 which is as follows:

$$(A \times D) - E$$

Where

A = the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement to issue:

- a) plus the number fully paid ordinary shares issued in the last 12 months under an exception to ASX Listing Rule 7.2;
- b) plus the number of partly paid ordinary shares that became fully paid within the last 12 months;
- c) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4 (this does not include an issue of fully paid shares under the equity's 15% capacity without shareholder approval);
- d) less the number of fully paid ordinary shares cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D = 10%

E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.

The following information is provided to shareholders for the purposes of obtaining shareholder approval pursuant to ASX Listing Rule 7.3A:

- a) the minimum price at which equity securities can be issued will be calculated in accordance with ASX Listing Rule 7.1A.3 which states the issue price of each equity security must be no less than 75% of the volume weighted average price for equity securities in that class calculated over the 15 days trading days on which trades in that class were recorded immediately before:
 - the date on which the price at which equity securities are to be issued is agreed; or
 - if the equity securities are not issued within 5 trading days of the date in

paragraph (a), the date on which the equity securities are issued.

- b) If Resolution 7 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, existing shareholders voting power in the Company will be diluted as shown in the table below under point c). There is a risk that:

- the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the equity securities are issued as part of the acquisition of a new asset;

which may have an effect on the amount of funds raised by the issue of the equity securities.

- c) As at the date of this Notice, the Company would have capacity to issue:
- 35,818,500 (238,790,000 x 15%) ordinary shares pursuant to ASX Listing Rule 7.1; and
 - 23,879,000 (238,790,000 x 10%) ordinary shares pursuant to ASX Listing Rule 7.1A.
- d) the table below shows examples of possible dilution of existing shareholders, on the basis of the market price being 23 cents per share, being the market price on 17 March 2016 and the number of fully-paid ordinary shares, not subject to escrow, on issue is 238,790,000 pursuant to the definition of variable "A" under ASX Listing Rule 7.1A:

Variable A as per ASX Listing Rule 7.1A2		Dilution		
		\$0.115 50% decrease in issue price	\$0.23 trading price	\$0.46 100% increase in issue price
Current Variable A 238,790,000 shares	10% Voting Dilution	23,879,000 shares	23,879,000 shares	23,879,000 shares
	Funds Raised	\$2,746,0858	\$5,492,170	\$10,984,340
50% Increase in Current Variable A 358,185,000 shares	10% Voting Dilution	35,818,500 shares	35,818,500 shares	35,818,500 shares
	Funds Raised	\$4,119,128	\$8,238,255	\$16,476,510
100% Increase in Current Variable A 477,580,000 shares	10% Voting Dilution	47,758,000 shares	47,758,000 shares	47,758,000 shares
	Funds Raised	\$5,492,170	\$10,984,340	\$21,968,680

This table has been prepared on the following assumptions:

- All shares have been issued.
- the Company issues the maximum number of equity securities available

under the 10% Placement Facility.

- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
 - the table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the Meeting.
 - the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% Placement Capacity under ASX Listing Rule 7.1.
- e) shareholder approval of the additional 10% as per ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained. This approval will cease on the earlier to occur of:
- the date that is 12 months after the date of the annual general meeting at which the approval is gained; or
 - the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- f) the Company may seek to issue the equity securities for the following purposes:
- non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - cash consideration. As disclosed in recent ASX announcements and reports, the Company is actively pursuing further growth opportunities. Any funds raised using this additional 10% capacity may be used to grow the business and/or additional working capital to fund growth opportunities.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A (4) and 3.10.5A upon issue of any equity securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broker advisers (if applicable).

The allottees under this facility have not been determined as at the date of this notice but may include new or existing shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- g) the Company has not previously obtained approval under ASX Listing Rule 7.1A.

- h) a voting exclusion statement is included in the Notice for the purpose of Resolution 7.

Voting Information

Voting Entitlement at the Annual General Meeting in accordance with Regulation 7.11.37 of the Corporations Regulations 2001

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of shares if that person is registered as a holder of those shares at 5.00 pm Sydney time on 29 May 2016, being within 48 hours prior to the Annual General Meeting.

Votes of Members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each share held provided that all shares are fully paid.

Voting

Please note that for a resolution to be passed, except where otherwise indicated, a simple majority of votes from shareholders attending in person or voting by proxy is required.

Amendments to proxy voting

Shareholders are advised that the Federal government has introduced the *Corporations Amendment (improving Accountability on Director and Executive Remuneration) Act 2011 (Cth)* (the CA Act), which came into effect on 1 July 2011. The CA Act introduced new prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (Informed Consent).

In light of these legislative requirements, the Company recommends that shareholders consider the following options to ensure the validity of their votes:

- a) that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- b) that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- c) that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

FRONTIER CAPITAL GROUP LIMITED
ACN 145 105 148

ANNUAL GENERAL MEETING OF SHAREHOLDERS PROXY FORM

Please complete, sign and return this document to:

To: The Secretary
Frontier Capital Group Limited
Level 2, Hudson House
131 Macquarie Street
SYDNEY NSW 2000

Email executed form to: corporate@fcgl.com.au
fax executed form to: 02 9251 7500
By the record date 5.00 pm on 29 May 2015

I / We
being a member of Frontier Capital Group Limited (the **Company**), appoint:

Name of proxy:

Address of proxy:

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company on 31 May 2016 and at any adjournment of or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions:

Where I / we have appointed the Chairman of the Meeting as my / our proxy (or the Chairman becomes my / our proxy by default), I / we expressly authorise the Chairman to exercise my / our proxy on Resolution 1 (except where I / we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box below.

The Chairman intends to vote all undirected proxies that he receives in favour of each resolution to be brought before the meeting, except where the Chairman is expressly forbidden to do so, under the *Corporations Act 2001*.

Items of Business

Please mark ☒ to indicate your directions

PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or poll and your votes will not be counted in computing the required majority.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
Resolution 1 – Ordinary Resolution to adopt the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ordinary Resolution to re-elect Dato Helen Li Zhang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ordinary Resolution to elect William Wilkinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ordinary Resolution to elect Ken Hong Wong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Ordinary Resolution to elect Foo Meng Leung as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Ordinary resolution to elect Hun Seang Law as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Special Resolution to approve an additional 10% placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

SIGNATURE OF MEMBER (S)

Individual or Member 1

Member 2

Member 3

Sole Director/
Company Secretary

Director

Director/Company Secretary

Date: _____

Contact Name: _____ Contact Phone (daytime): _____

Notes on Proxies

1. Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
2. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead pursuant to the Constitution.
3. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands, but if a member appoints two proxies neither shall be entitled to vote on a show of hands.
4. Where more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Otherwise each proxy may exercise half of your votes.
5. A proxy need not be a security holder of the Company.

6. **Signing instructions:**

Individual: Where the holding is in one name, the security holder must sign.

Joint Holding: Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry or the Company, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

For your vote to be effective, the completed proxy form must be received by 5.00 pm on 29 May 2016.

In addition please advise of any change of address by completing the section below:

My new address is: