



WINHA COMMERCE AND TRADE INTERNATIONAL

ACN: 605 884 848

Notice of Extraordinary General Meeting

Date: Monday 27 August 2018

Time: 12:00 pm (China time), 2:00 pm (AEST).

Venues: Guangzhou city, Panyu district, 290 East Hanxi Road, BaoLi DaDuHui Block 3, unit 2405 China and via telephone link at Saxons Training Facilities, Level 10, 10 Barrack Street, Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Winha Commerce and Trade International Limited
ACN 605 884 848
Notice of Extraordinary General Meeting

MEETING DETAILS

Notice is hereby given that an Extraordinary General Meeting of Winha Commerce and Trade International Limited ACN 605 884 848 will be held at Guangzhou city, Panyu district, 290 East Hanxi Road, BaoLi DaDuHui Block 3, unit 2405, China and via telephone link at Saxons Training Facilities, Level 10, 10 Barrack Street, Sydney NSW 2000 on Monday 27 August 2018 at 12:00 pm (China time) and 2:00 pm (AEST).

Important notes:

1. You may vote on the items of business to be considered at the Meeting, either in person at the Meeting or by completing and returning the proxy enclosed herein.
2. If you attend the meeting, you will need to register at the registration desk on the day. Registration will commence 15 minutes prior to the meeting time.
3. Discussion will take place on all the items of business set out below.
4. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.
5. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

1. AGENDA FOR THE MEETING

Resolution 1 – Voluntary Delisting from the ASX and Listing on the SSX

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

“That, for all purposes Shareholders approve:

- (a) the Company’s voluntary request to be removed from the official list of the ASX under ASX Listing Rule 17.11 and the Settlement, subject to compliance with such conditions imposed by ASX, at the commencement of trading on 4 September 2018; and*
- (b) the Company seeking to list on the SSX Official List, subject to compliance with such conditions imposed by the SSX and the applicable SSX Listing Rules,*

and that the Directors of the Company be authorized to do all things reasonably necessary to give effect to the voluntary removal of the Company from the ASX Official List and for the Company to be listed on the SSX Official List.”

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of this resolution if he is authorized to do so by the relevant shareholder.

Resolution 2 – Revocation of the Company’s existing constitution and adoption of a new constitution

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

“That the existing Constitution of the Company be revoked in its entirety and a new constitution, in the form described in the Explanatory Statement and made available to Shareholders on request, be adopted with from the date of the Company being removed from the ASX Official List.”

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

2. Information for shareholders

Entitlement to attend and vote at the Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of ascertaining a person’s entitlement to vote at the Meeting, a person will be recognized as a shareholder and the holder of Shares will be entitled to vote at the Meeting if that person is registered as a holder of those Shares at 7:00 pm (AEST) on 25 August 2018.

Votes

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, 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 by him, her or it.

In the case of joint shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy need not be a Shareholder and may be a body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provide

satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business. An instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filed in will be deemed to be given in the favour of the Chairman of the Meeting.

Voting by Proxy 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 that appointment does specify the way the proxy is to vote, then the following applies:

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

Transfer of non – chair proxy to chair in certain circumstances:

Section 250BC of the *Corporations Act* provides that if:

- (a) 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
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting – 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.

Undirected vote – Resolutions 1 and 2

The Chairperson will vote undirected proxies on, and in favour of Resolutions 1 and 2.

A form of proxy accompanies this Notice.

A corporate shareholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the *Corporations Act*.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company, by mail at GPO Box, 242 Melbourne VIC 3001, by facsimile within Australia on 1800 783 447 or outside Australia on + 61 (0)3 9473 2555 or online at www.investorvote.com.au by 2:00 pm AEST on 25 August 2018. For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit our voting intentions.

Proxy Forms received later than this time will be invalid.

Questions

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

If you have any questions in regard to this Notice, please contact the Company Secretary on +61(3) 8 618 6895

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Resolution 1 is an ordinary resolution which requires approval by a majority of the votes of those Shareholders entitled to vote and voting on the resolution.

Resolution 2 is a special resolution which requires approval by not less than 75% of the votes of those Shareholders entitled to vote and voting on the resolution.

Item 1 – RESOLUTION 1 - DELISTING FROM THE ASX AND LISTING ON THE SSX

The Company has been listed on the ASX Official List since 5 January 2017.

On 24 May 2018, the Company announced that the Company had filed an urgent interlocutory application in the Federal Court of Australia for, and had been granted, an injunction against the ASX from proceeding with its plan to delist the Company from the ASX Official List (**Legal Proceedings**).

As announced on the ASX announcement platform on 5 July 2018, on 29 June 2018, the Company reached a settlement agreement with the ASX in relation to the Legal Proceedings on a without admission basis (**Settlement**). Under the Settlement, the Company has agreed to voluntarily apply to be removed from the ASX Official List, with the intention to move the listing of its Shares to the SSX Official List.

Consequently, in accordance with the ASX Listing Rule 17.11, the Board has voluntarily sought the removal of the Company from the ASX Official List (**ASX Delisting**). The ASX Delisting will take effect at the commencement of trading on 4 September 2018 (**Agreed Delisting Date**).

The Company is also progressing with its application to the SSX for admission to the SSX Official List.

It is noted that the Company will be removed from the ASX Official List, regardless of whether or not Resolution 1 is passed, because the effective date of the ASX Delisting (namely, 4 September 2018) was agreed between the Company and the ASX under the Settlement.

However, the Board is seeking to have Shareholders approve the ASX Delisting and the SSX Listing Application primarily on the basis that the Company wishes to seek to list on the SSX Official List in order to provide the Company's Shareholders with the opportunity to continue to trade their Shares.

Background to, and reasons for, the delisting from the ASX Official List

The Company was committed to maintaining its listed status on the ASX and complying with all its legal obligations under the ASX Listing rules. For this reason, the Company commenced the Legal Proceedings against the ASX from proceeding with its plan to delist the Company from the ASX Official List.

The Company noted that a continuation of the Legal Proceedings might give rise to unfavourable publicity for the Company. Additionally, there was no certainty of the outcome of the Legal Proceedings while the Company would incur significant legal costs to further pursue the Legal Proceedings.

Moreover, the Company noted that the Company's Shares have been suspended by ASX from trading since November 2017 and while the Legal Proceedings were still on foot. There was no guarantee that

the trading of the Company's Shares on the ASX Official List would resume following the Legal Proceedings.

For these reasons, the Board considered it to be in the best interests of the Company for it to settle the Legal Proceedings on a without admission basis and on the basis that the Company would voluntarily delist from the ASX Official List (**Delisting Decision**).

As part of the Delisting Decision, the Company was keen to provide Shareholders with an appropriate alternative platform that will provide the Company's Shareholders with the opportunity to continue to trade their Shares if they want to. On this basis, the Company would seek to transition the listing of the Company's Shares to the SSX Official List upon the ASX Delisting, subject to the SSX's approval of its application for listing on the SSX Official List.

ASX Delisting process

As part of the Settlement of the Legal Proceedings, the Company has agreed to voluntarily apply to the ASX for removal of the Company from the ASX Official List pursuant to the ASX Listing Rule 17.11. The ASX has agreed to the Company's voluntary request to be removed from the ASX Official List with effect on the Agreed Delisting Date of 4 September 2018.

ASX will proceed with the ASX delisting, regardless of whether or not Resolution 1 is passed.

SSX

One of the main benefits to Shareholders of the ASX listing is the ability for Shareholders to trade their Shares on a public market. The Company will seek to maintain a trading platform for the Company's Shares from the Agreed Delisting Date of 4 September 2018 by providing Shareholders with the opportunity to trade their Shares on the SSX.

SSX is a well-established trading platform in Australia with a market licence granted by the Australian Securities & Investments Commission (**ASIC**).

Upon the Company's application for listing on the SSX being approved by the SSX, Shareholders that wish to trade their Shares on the SSX after transition from ASX to the SSX will need to contact a SSX market participant. A list of the SSX market participants can be found at <http://www.ssx.sydney/en/ssx-roles/market-participant/who-are-ssx-market-participants/>. The Company will provide the Shareholders with further details of the process for transitioning from the ASX to SSX once the Company has received SSX's in-principal approval for the Company to be listed on the SSX.

Key advantages and disadvantage of the ASX Delisting

The following are some of the key advantages and disadvantages of the Company's removal from the ASX Official List:

| Advantages of removal from the ASX Official List | Disadvantages of removal from the ASX Official List |
|---|---|
| Legal Proceedings could be costly and might give rise to unfavourable publicity for the Company. Additionally, there was no certainty of the outcome of the Legal Proceedings. The ASX Delisting under the Settlement will materially reduce the litigation costs for the Company and may also minimise any unfavourable publicity for the Company. | ASX is a world class exchange and an ASX Delisting removes the immediate ability of the Company to raise capital on the ASX. The Company's options for capita raising will therefore be more limited. |

| | |
|---|---|
| <p>The Company's Shares are currently suspended from trading on the ASX and there is no guarantee that the Company's Shares can continue trading on the ASX had the Company pursued its Legal Proceedings against the ASX.</p> <p>If the Company is successfully listed on the SSX, it will provide the Company's Shareholders with the opportunity to continue to trade their Shares on the SSX.</p> | <p>Liquidity in Share trading depends on there being both willing sellers and willing buyers of Shares. While the Company will seek to provide Shareholders with the ability to trade their Shares on the SSX, no guarantee can be provided that there will be any liquidity in the Shares on the SSX. Additionally, there is no guarantee that the Company will be able to successfully list on the SSX.</p> |
|---|---|

Timetable to ASX Delisting and SSX Listing

The indicative timetable for various key events is as follows*:

| Key Event | Date |
|--|---|
| Date of Extraordinary General Meeting | 27 August 2018 |
| Date of ASX Delisting ** | 4 September 2018 at the commencement of trading on 4 September 2018 |
| Admission of the Company to SSX Official List and the first day of trading *** | 4 September 2018 |

* the timetable is indicative only and is subject to change at the sole discretion of the Company.

** the Company will be removed from the ASX Official List, regardless of whether or not Resolution 1 is passed, because the effective date of the ASX Delisting (namely, 4 September 2018) was agreed between the Company and the ASX under the Settlement.

*** The admission of the Company to the SSX Official List is subject to SSX approval. The Company intends to apply to the SSX for its in-principal approval to admit the Company to the SSX Official List prior to the date of the Extraordinary General Meeting.

Director's intention

Each Director who is a Shareholder intends to vote in favour of Resolution 1.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

Item 2 – RESOLUTION 2 – REVOCATION OF THE COMPANY'S EXISTING CONSTITUTION AND ADOPTION OF A NEW CONSTITUTION

The Company's existing Constitution reflects a fairly typical Australian public company constitution for a company listed on the ASX.

SSX Listing Rule 7.1 requires any company listed on the SSX (**SSX Listee**) to have a constitution that is consistent with the SSX Listing Rules and the requirements set out in the SSX Listing Rule Procedures.

Under SSX Listing Rule 7.2, an SSX Listee is prevented from selling securities of a holder who has less than the Minimum Parcel of those securities unless the constitution provides for the following:

- (a) the SSX Listee may do so only once in any 12 month period;

- (b) the SSX Listee must notify the security holder in writing of its intention;
- (c) the security holder must be given at least 6 weeks from the date the notice is sent in which to advise the SSX Listee that the holder wishes to retain the holding;
- (d) if the security holder advises the SSX Listee that the holder wishes to retain the holding, the SSX Listee will not sell it;
- (e) if a takeover is announced, the power lapse at that time, however, the procedure may be started again after the close of the offers made under the takeover;
- (f) the SSX Listee or the purchaser must pay the costs of the sale; and
- (g) the proceeds of the sale will not be sent until the SSX Listee (where it is an issuer that uses paper certificates) has received any certificate relating to the securities (or is satisfied that the certificate has been lost or destroyed).

For the sole purpose of facilitating the Company's application for listing on the SSX, the Board proposes to adopt a new constitution which reflect a typical constitution for a company listed on the SSX and which includes provisions that remove the restriction on the holders of less than the Minimum Parcel of securities from selling their securities contained in SSX Listing Rule 7.2.

The Company proposes to adopt the new Constitution with effect from the date when the Company is delisted from the ASX Official List.

Resolution 2 seeks approval from the Shareholders for the adoption of the new constitution. It is noted that in the event that the Company is unsuccessful in its application for listing on the SSX, the new constitution will remain effective if left unchanged since any references to the SSX, the SSX Listing Rule Procedures contained in the new constitution will not be relevant until the Company is successfully admitted to the SSX Official List.

Director intentions

Each Director who is a Shareholder intends to vote in favour of Resolution 2.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

Raymond Lim

Company Secretary

On behalf of the Board of Directors

Winha Commerce and Trade International Limited

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

AEST means Australian Eastern Standard Time.

ASX means ASX Limited or Australian Securities Exchange as appropriate.

ASX Listing Rules means the Listing Rules of ASX and any other rules of ASX.

ASX Official List means the official list of the ASX.

Board means the Board of Directors of the Company

Company means Winha Commerce and Trade International Limited ACN 605 884 848.

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Director means a current Director of the Company.

Explanatory Statement means the explanatory statement to this notice of Extraordinary General Meeting.

Minimum Parcel means a parcel of listed securities of less than AUD\$500 where figure is calculated by the number of securities multiplied by the market price for the security.

Meeting means the Extraordinary General Meeting of the Shareholders of the Company to be held on 27 August 2018, to which the Notice of Meeting and Explanatory Statement relate.

Notice or **Notice of Meeting** means this notice of Extraordinary General Meeting of the Company dated 20 July 2018.

Resolution means a resolution referred to in the Notice.

Settlement has the meaning given to it in item 1 of the Explanatory Statement.

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

SSX means Sydney Stock Exchange Limited ABN 19 080 399 220.

SSX Listing Rules means the listing rules of the SSX and any other rules of the SSX.

SSX Official List means the official list of the SSX.

SSX Listing Rules Procedures means the listing rules procedures rules of the SSX as amended or replaced from time to time, except to the extent of any express written waiver by the SSX.

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

Winha Commerce & Trade International Ltd

ABN 28 605 884 848

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number:

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 2:00 pm (AEST) on Saturday, 25 August 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: 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 or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged 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, 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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

I N D

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Winha Commerce & Trade International Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Extraordinary General Meeting of Winha Commerce and Trade International Limited to be held at Guangzhou city, Panyu district, 290 East Hanxi Road, BaoLi DaDuHui Block 3, unit 2405 China and via telephone link at Saxons Training Facilities, Level 10, 10 Barrack Street, Sydney NSW 2000 on Monday, 27 August 2018 at 12:00 pm (China time), 2:00 pm (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

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 a poll and your votes will not be counted in computing the required majority.

| | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 Voluntary Delisting from the ASX and Listing on the SSX | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Revocation of the Company's existing constitution and adoption of a new constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /