

AUSTRALIA SAMLY HOLDINGS GROUP LIMITED

ACN 164 307 975

MINUTES OF GENERAL MEETING

DATE: Friday, 24 November 2017

HELD AT: B4, Shahe Century Square, Huaqiaochen, Nanshan District, Shenzhen, Guangdong, China

PRESENT: ***In person:***
Liangchao Chen, Pin Yin, Lei Wang, Bei Wang, Zhoujun Wang (total 5 shareholders present (please see attachment A)).

Via teleconference:
Richard Cen and Tracy Zhao (representatives from Nexia),
Yao Ying, Enhua Huang and Weicheng Huang (Company Directors),
and
Jiajun Li (Company Secretary).

1. Welcome

The Chairman, Mr. Liangchao Chen, welcomed all attendees, confirming that a quorum was present and declared the general meeting of the Company open.

The Chairman introduced members of the Board of the Company.

2. Notice of General Meeting

The Notice of General Meeting was circulated and taken as read.

3. Proxies

The Chairman reported that the number of valid Proxy Forms received at the Company totalled to 0.

4. Questions

The Chairman noted that no questions had been received on the Notice of General Meeting and called for any questions or comments from the floor. No questions were raised.

5. Ordinary Business

Item 1: Election of Mr. Liangchao Chen as a Director

The Chairman advised that in accordance with SSX listing rule 18.9, Mr. Liangchao Chen having being appointed as a director since the last annual general meeting, being eligible, offers himself for an election.

The Chairman asked the eligible members to consider the election of Mr. Liangchao Chen as a Director.

Number of votes in favour: 6. Number of votes against: 0. Number in absence: 0.

On being put to vote by show of hands, total 6 of the shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution:**

'That Mr. Liangchao Chen having being appointed as a director since the last Annual General Meeting, in accordance with SSX listing rule 18.9 and, being eligible, is elected as a Director of the Company.'

Item 2: Election of Ms. Pin Yin as a Director

The Chairman advised that in accordance with SSX listing rule 18.9, Ms. Pin Yin having being appointed as a director since the last annual general meeting, being eligible, offers herself for an election.

The Chairman asked the eligible members to consider the election of Ms. Pin Yin as a Director.

Number of votes in favour: 6. Number of votes against: 0. Number in absence: 0.

On being put to vote by show of hands, total 6 of the shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

'That Ms. Pin Yin, having being appointed as a director since the last Annual General Meeting, in accordance with SSX listing rule 18.9 and, being eligible, is elected as a Director of the Company.'

Item 3: Adoption of Remuneration Report

The Remuneration Report is presented within the Directors' Report of the Company's 30 June 2017 Annual Report. Shareholders are asked to vote on a resolution to adopt the Remuneration Report. The vote on the resolution will be advisory only and will not bind the Directors or the Company.

Number of votes in favour: 6. Number of votes against: 0. Number in absence: 0.

On being put to vote by show of hands, total 6 of the shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

'That to adopt the Remuneration Report for the year ended 30 June 2017, as set out in the Directors' Report section of the Annual Report.'

Item 4: Financial Statements and Reports

Noted that the annual financial report (comprising of the financial statements and notes for the year and the director's declaration about the statements and notes) were drawn up so as to comply with the Accounting Standards and give a true and fair view of the results of the Company for the financial year ended 30 June 2017.

The Chairman asked the eligible members to consider approving the Company Annual Financial Report.

Number of votes in favour: 6. Number of votes against: 0. Number in absence: 0.

On being put to vote by show of hands, total 6 of the shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

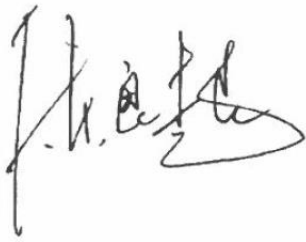
'That the annual financial reports be approved.'

6. Close of meeting

There being no further business at the meeting.

The Chairman thanked the members and guests for their attendance at the meeting and declared the meeting closed at 11am (Shenzhen time).

Signed as a true and accurate record of proceedings on 24 November 2017.

A handwritten signature in black ink, appearing to be 'Liangchao Chen', written in a cursive style.

Liangchao Chen

Chairman

Attachment A: Attending Shareholders Statistics

Shareholders Name	Shares	Title
Samly (International) Biotechnology Limited (represented by its Director Liangchao Chen, who holds 100% shares in the companies)	17,700,000	Executive director and Chairman
Vita-Tech (International) Biotechnology Limited (represented by its Director Liangchao Chen, who holds 100% shares in the company)	3,600,000	Executive director and Chairman
Ruxin (International) Investment Co., Limited (represented by its Director Pin Yin, who holds 100% shares in the company)	4,500,000	Company Secretary
Pin Yin	334,500	Company Secretary
Zhuojun Wang	60,000	CFO
Bei Wang	274,500	N/A
Lei Wang	260,800	N/A
Total number of shares held by the shareholders who attend the meeting	26,729,800	
Total number of shares in the company on issue	34,636,500	
Percentage of total shares in the company	77.17%	