



## AUSTRALIA NEW AGRIBUSINESS & CHEMICAL GROUP LTD

Add: 12 Electronics St, Eight Mile Plains, QLD 4113 Tel: +61 7 3147 8010

Fax: +61 7 3147 8013 ACN : 142 976 065 ASX Code: ANB

## AUSTRALIA NEW AGRIBUSINESS & CHEMICAL GROUP LTD

ACN 142 976 065

### Notice of Annual General Meeting And Explanatory Statement

Date: Wednesday, 27<sup>th</sup> May, 2015

Time: 3:00pm (Brisbane Time)

Place: Conference Room

Suite G1, 12 Electronics Street,

Eight Mile Plains QLD 4113

Brisbane, Queensland

Australia

This Notice of Annual General Meeting should be read in its entirety. Please seek advice from professional advisers prior to voting. If shareholders wish to discuss the matters in this Notice of Annual General Meeting please contact the Company Secretary on +617 3147 8010.



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### **PART 1 LETTER FROM THE COMPANY**

Dear Shareholder

I am pleased to invite you to Australia New Agribusiness & Chemical Group Ltd 2015 Annual General Meeting.

The meeting will be held at the Conference Room, Suite G1, 12 Electronics St, Eight Mile Plains, Brisbane, Queensland, Australia, on Wednesday, 27<sup>th</sup> May 2015. The Annual General Meeting will commence at 3:00pm (Brisbane Time) but you will be able to register your attendance from 2:30pm.

At the meeting, I will take the opportunity to update shareholders on our progress during the 2014 financial year. I highly encourage you to read the Company's 2014 Annual Financial Report. It contains the Company's financial statements (and notes) for the financial year ended 31 December 2014, the Director's Report and the Auditor's Report. These will also be tabled at the Annual General Meeting.

The remuneration report is also included in the Directors' Report. This provides details of the remuneration paid to directors and key management personnel of Australia New Agribusiness & Chemical Group Ltd.

If you are unable to attend the meeting, I would encourage you to participate by completing and returning the enclosed proxy form included with this Notice of Annual General Meeting. The proxy form can be returned to the Company's share registry, Computershare Investor Services Pty Limited. To be valid, your proxy must be received no later than 3:00pm (Brisbane time) on Monday 25<sup>th</sup> May, 2015.

I look forward to seeing you at our 2015 Annual General Meeting.

Yours sincerely,

Yinan Zhang

CEO



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## PART 2 NOTICE OF MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a meeting of the shareholders of Australia New Agribusiness & Chemical Group Ltd (“the Company”) will be held at the Conference Room at Suite G1, 12 Electronics St, Eight Mile Plains, Brisbane, Queensland, Australia, on Wednesday, 27<sup>th</sup> of May 2015 at 3:00pm (Brisbane time).

### ORDINARY BUSINESS

1. Financial Statements and Reports for the year ended 31 December 2014

To receive and consider the Financial Statements, the Directors’ Report and the Auditor’s Report for the financial year ended 31 December 2014.

Unless the Company’s Share Registry has been notified otherwise, shareholders will not be sent a hard copy of 2014 Annual Financial Report. All shareholders can view the Annual Report, which contains the Financial Report for the year ended 31 December 2014 on the Company’s website ([www.newagribusiness.com.au](http://www.newagribusiness.com.au))

2. Remuneration Report

To consider and, if thought fit, pass the following ordinary resolution in accordance with section 250R (2) of the *Corporations Act*:

*“That the Remuneration Report contained in the Director’s Report provided to shareholders as part of the 2014 Annual Report be adopted”.*

NB: Under section 250R (3) of the Corporation Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Re-election of Mr Yinan Zhang by rotation

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

*“That Mr. Yinan Zhang, who retires by rotation in accordance with clause 59.1 of the Company’s Constitution, and not being eligible, be re-elected as the Director of the Company”.*



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#### 4. Re-election of Mr. James Naiming Li by rotation

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

*"That Mr. James Naiming Li, who retires by rotation in accordance with clause 59.1 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company".*

By order of the Board of Directors

Yi Yang  
Company Secretary  
Australia New Agribusiness & Chemical Group Ltd  
22<sup>nd</sup> April 2015



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### **PART 3 EXPLANATORY STATEMENT**

This Explanatory Memorandum has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the Conference Room, Suite G1, 12 Electronics St, Eight Mile Plains, Brisbane, Queensland, Australia, on Wednesday, 27<sup>th</sup> of May 2015 at 3:00pm (Brisbane time).

The information in this Explanatory Memorandum is to provide information which the Directors believe to be material to shareholders in deciding whether or not to pass the Resolutions at the Extraordinary General Meeting. This Explanatory Memorandum should be read in conjunction with the Notice of Annual General Meeting.

#### **VOTING ENTITLEMENTS**

For the purposes of the Annual General Meeting (AGM), in accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that all shares in the Company will be taken to be held by the persons set out in the register of shareholders at 7:00pm (Brisbane time) Monday 25<sup>th</sup> of May 2015.

##### *How to Vote*

You may vote by attending the AGM in person, by proxy or authorised representative.

##### *Voting in Person*

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

##### *Voting by Proxy*

A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on behalf of the shareholders. A proxy need not be a shareholder of the Company. A body corporate appointed as a shareholders proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the shareholder's proxy. Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

A proxy form (containing details of how to complete and sign the form) accompanies this Notice of Annual General Meeting. To be valid, a proxy form must be signed by the shareholder.

Documents may be lodged:

- Online at [www.investorvote.com.au](http://www.investorvote.com.au), and for Intermediary Online subscribers only (custodians) at [www.intermediaryonline.com](http://www.intermediaryonline.com);
- By mail to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 3001 Australia; or
- By facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (out of Australia)



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### ORDINARY BUSINESS

#### 1. Financial Statements and Reports for the year ended 31 December 2014

The Financial Statements of the Company and its subsidiaries for the year ended 31 December 2014 and the reports of the Directors and the Auditors are set out in the 2014 Annual Report.

The *Corporation Act* requires the directors to present to the Annual General Meeting the Financial Report, the Director's Report, and the Auditor's Report for the last financial year ending before the AGM.

In accordance with section 250S of the *Corporations Act 2001*, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the management of the Company.

In addition to asking questions at the AGM, shareholders may address written questions to the Company's auditor which are relevant to:

- i. The conduct of the audit of the Annual Report to be considered at the AGM.
- ii. The preparation and content of the Auditor's Report to be considered at the AGM.

Written questions to the auditor must be submitted by no later than Wednesday, 20<sup>th</sup> May 2015 to:

Company Secretary  
Australia New Agribusiness & Chemical Group Ltd  
Suite G1, 12 Electronics St, Eight Mile Plains, Brisbane, QLD 4113

The Chairman will give shareholders a reasonable opportunity to ask the Auditor questions specified above. The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit.

#### 2. Remuneration Report

In accordance with section 250R of the *Corporations Act 2001*, the Company must put a vote a resolution that the Remuneration Report be adopted. The Remuneration Report for the financial year ended 31 December 2014 forms part of the Directors Report contained in the 2014 Annual Report. The remuneration Report sets out the Company's policy for determining remuneration for Directors and senior executives.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM. The vote on this resolution is advisory only and does not bind the Directors or the Company; however, the Directors may take into future consideration the shareholders' vote on this matter.



### 3. Re-election of Mr Yinan Zhang by rotation

In accordance with clause 59.1 of the Company's Constitution, at the close of each Annual General Meeting, one third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire from office.

As the Company currently has Five Directors, two of them are required to retire at this AGM.

Mr. Yinan Zhang, aged 46, was appointed as a Director of to Australia New Agribusiness & Chemical Group Ltd. He retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-election.

Mr. Zhang has more than ten years of experience in the chemical fertiliser industry. He previously held the role of an Executive Director of Henan Datong. His contributions have built a strong corporate image and are highly reputable in the Chinese fertiliser industry.

He is experienced in business, foreign investment, banking, finance and securities. He has founded a number of industrial companies in the PRC and Australia.

Mr. Zhang has lived in Australia for near to ten years, during which time he gained insight into corporate operations in Australia and familiarity with the Australian business environment.

All other Directors believe that Mr. Yinan Zhang makes a valuable contribution to the Company and recommend that shareholders vote in favour of the re-election of Mr. Yinan Zhang as a Director.

### 4. Re-election of Mr. James Naiming Li by rotation

In accordance with clause 59.1 of the Company's Constitution, Mr. James Naiming Li retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-election.

Mr. Li graduated with a Post Graduate Diploma of Applied Science from Swinburne University of Technology and a Bachelor of Science from Fudan University in China.

Mr. Li has worked in the Australian stockbroking industry for more than 16 years. Mr. Li has been involved and actively worked with China companies seeking investments in the mineral and resources sector. He is currently a non-executive director of Rockland Richfield Limited and Ishine International Resources Limited. He is also a licensed stockbroker with Patersons Securities Ltd based in Melbourne.

All other Directors believe that Mr. James Naiming Li makes a valuable contribution to the Company and recommend that shareholders vote in favour of the re-election of Mr. James Naiming Li as a Director.

## **PART 4 GLOSSARY OF TERMS**

In this Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires:

ASX	Australian Stock Exchange Limited (CAN 008 624 691)
Board	Board of Directors.
Company	Australia New Agribusiness & Chemical Group Ltd
Constitution	Constitution of the Company
Corporations Act	Corporations Act 2001 (Commonwealth).
Director	a member of the Board of Directors of the Company.
Explanatory Statement	means the explanatory statement accompanying the Notice of Annual General Meeting.
Notice	the Notice of General Meeting of the shareholders.
Proxy Form	the form of proxy accompanying the Notice of Annual General Meeting.
Resolution	means a resolution proposed to be passed at the Annual General Meeting and contained in the Notice of Annual General Meeting.
Shareholders	registered holder of a Share.
Shares	fully paid ordinary shares in the capital of the Company.





**NEW AGRIBUSINESS  
& CHEMICAL**

Australia New Agribusiness & Chemical Group Ltd  
ABN 74142976065



— 000001 000 ANB  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## 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 and view the annual report online

- Go to [www.investorvote.com.au](http://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: 999999**

**SRN/HIN: I999999999**

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 3:00pm (Brisbane time) Monday, 25 May 2015**

### 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](http://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** →

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**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 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Australia New Agribusiness & Chemical Group 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 Annual General Meeting of Australia New Agribusiness & Chemical Group Ltd to be held in the Conference Room, Suite G1, 12 Electronics Street, Eight Mile Plains, QLD 4113 at 3:00pm (Brisbane time) on Wednesday, 27 May 2015 and at any adjournment 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 **Item 2** (except where I/we have indicated a different voting intention below) even though **Item 2** 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 **Item 2** by marking the appropriate box in step 2 below.

### 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
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Yinan Zhang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr James Naiming Li	<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

ANB

280515A

Computershare +