

27 November 2015

The Manager  
Company Announcements  
Australian Stock Exchange Ltd  
20 Bridge Street  
Sydney 2000  
via: [www.asxonline.com](http://www.asxonline.com)

Dear Madam/Sir

## RESULTS OF 2015 ANNUAL GENERAL MEETING

In accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the Corporations Act 2001, ASF Group Limited advises the following in relation to the resolutions considered at the Annual General Meeting of the Company held on 27 November 2015.

### **Resolution 1: Adoption of the Remuneration Report**

*'That the Remuneration Report for the year ended 30 June 2015, submitted as part of the Directors' Report for the year ended 30 June 2015, be adopted pursuant to sections 250R(2) and 250R(3) of the Corporations Act 2001 (Cth).'*

The resolution was passed unanimously on a show of hands.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
219,558,253	105,409	65,000	4,700

### **Resolution 2: Re-election of a Director, Mr Quan (David) Fang**

*'That Mr Quan (David) Fang, a Director retiring by rotation in accordance with article 79.2 of the Constitution, being eligible for re-election and having signified his candidature for the office, be re-elected as a Director.'*

The resolution was passed unanimously on a show of hands.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
363,994,538	33,239	43,345	1,675,890

### **Resolution 3: Re-election of a Director, Mr Nga Fong Lao**

*'That Mr Nga Fong Lao, a Director retiring by rotation in accordance with article 79.2 of the Constitution, being eligible for re-election and having signified his candidature for the office, be re-elected as a Director.'*

The resolution was passed unanimously on a show of hands.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
345,948,013	53,239	43,345	1,675,890

**Resolution 4: Re-election of a Director, Mr Louis Li Chien**

*'That Mr Louis Li Chien, a Director retiring in accordance with article 82.2 of the Constitution, being eligible for re-election and having signified his candidature for the office, be re-elected as a Director.'*

The resolution was passed unanimously on a show of hands.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>
363,974,538	33,239	63,345	1,675,890

**Resolution 5: Approval of Shares previously issued to Zhen LI**

*'That for the purposes of ASX Listing Rule 7.4 and all other purposes, approval is given for ratification of the issue of 2,424,243 ordinary fully paid shares to Zhen LI as described in the Explanatory Memorandum accompanying, and forming part of, this Notice of Meeting.'*

The resolution was passed unanimously on a show of hands.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>
363,935,122	99,500	36,500	1,675,890

**Resolution 6: Approval of Shares previously issued to Ai Min TIAN**

*'That for the purposes of ASX Listing Rule 7.4 and all other purposes, approval is given for ratification of the issue of 1,939,394 ordinary fully paid shares to Ai Min TIAN as described in the Explanatory Memorandum accompanying, and forming part of, this Notice of Meeting.'*

The resolution was passed unanimously on a show of hands.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>
363,955,122	79,500	36,500	1,675,890

**Resolution 7: Approval of Shares previously issued to Wiseplan Holdings Ltd**

*'That for the purposes of ASX Listing Rule 7.4 and all other purposes, approval is given for ratification of the issue of 17,297,777 ordinary fully paid shares to Wiseplan Holdings Ltd as described in the Explanatory Memorandum accompanying, and forming part of, this Notice of Meeting.'*

The resolution was passed unanimously on a show of hands.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>
346,657,845	79,000	36,500	1,675,890

**Resolution 8: Ratification of the issue of Oceanic Convertible Notes**

*'That for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders approve and ratify the issue of 6,000,000 convertible notes issued to Oceanic Alliance Investments Limited on 2 April 2015, on the terms and conditions set out in the Explanatory Memorandum accompanying, and forming part of, this Notice of Meeting.'*

The resolution was passed unanimously on a show of hands.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>
363,972,374	65,584	33,000	1,676,054

**Resolution 9: Approval of conversion right of 2,250,000 convertible notes**

*'That for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the conversion right of 2,250,000 convertible notes issued to various sophisticated investors, on the terms and conditions set out in the Explanatory Memorandum accompanying, and forming part of, this Notice of Meeting.'*

The resolution was passed unanimously on a show of hands.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>
284,691,397	65,084	40,227	1,676,054

**Resolution 10: Approval of issue of 5,250,000 convertible notes**

*'That for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the issue of up to 5,250,000 convertible notes to various sophisticated investors, on the terms and conditions set out in the Explanatory Memorandum accompanying, and forming part of, this Notice of Meeting.'*

The resolution was passed unanimously on a show of hands.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>
284,691,397	65,084	40,227	1,676,054

**Resolution 11: Approval of additional capacity to issue Shares under ASX Listing Rule 7.1A**

*'That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue securities under Listing Rule 7.1A on the terms and conditions set out in the Explanatory Memorandum.'*

The resolution was passed unanimously on a show of hands as a special resolution.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>
363,945,311	66,811	58,500	1,676,390

For further information contact:

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