



ASF Group Limited
ACN 008 924 570

**Notice of 2008 Annual General Meeting
and Explanatory Memorandum**

Date of meeting: 28 November 2008

Time of meeting: 3 pm

**Place of meeting: Elizabeth Room
Sir Stamford Hotel at Circular Quay
93 Macquarie Street, Sydney, NSW 2000**

**This is an important document.
If you are in any doubt as to how to act you should consult your financial or legal adviser.**



ASF GROUP LIMITED

ACN 008 924 570

Bennelong

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27 October 2008

CHAIRMAN'S REPORT TO SHAREHOLDERS

Dear Shareholder,

It is with pleasure that the directors present the Notice of Meeting for the 2008 AGM of ASF Group Limited

For the financial year ended 30 June 2008, the Company and its controlled entity's operating revenue for the financial year is \$19,941,109 (FY07: \$20,117,000). The net loss after adjusting for minority interest is \$4,516,427 (FY07: \$1,541,413).

After a period of restructuring, the Company issued a prospectus during the year and re-quoted its shares on the ASX on 29 January 2008. The Company has continued to develop while its activities, other than its investment interest in the Macau based travel business, Macau Multinational Youth Travel Agency Limited, are in the developmental stage.

The Company's strategy is to add shareholder value in the short to medium term by further development of its existing assets and activities, particularly in resources and property.

The Company continued to improve its performance in its property division under the Aushome name and with the marketing of property development projects at our two international property exhibition centres in China. The property business showed improvement during the year but did not record a profit after the allocation of overhead costs

In the current year we are concentrating on adding value to the Company's mineral tenements, particularly those in the Canning Basin of Western Australia where our preliminary work during the year under review suggested that large amounts of relatively shallow coal are present. We are excited by this prospect and are currently preparing a work program of exploration for the Canning Basin tenements and are in discussions with potential partners who may become involved in the program. The objective of the program is to establish a large mineable resource of thermal coal.

In early 2008 the Company was appointed as the sole Australian Official Partner for China International Fair for Investment and Trade (CIFIT) which is sponsored by China's Ministry of Commerce. The Company establishing an Australian pavilion for the promotion of bilateral investment and trade at CIFIT held on 8-11 September 2008 in Xiamen attracting considerable interest from Chinese investors looking to invest in Australia.

In June 2008, the Company entered into an agreement with Guangzhou Zhongsai Investment Consulting Co Ltd ('Zhongsai') under which Zhongsai (or its nominees) will subscribe for new shares in the Company at an issue price of 12 cents per share. As at the date of this letter approximately \$2,426,898 million had been subscribed for shares under the agreement which now expires on 31 October 2008.

We plan to expand the board of the Company and at the forthcoming Annual General Meeting a representative of Zhongsai and a representative each of CITIC International Assets Management Limited ('CIAM') and Goldenray Consortium(S) Pte Ltd will be standing for election as directors. CIAM emerged as a 4.68% shareholder of the Company in January 2008.

The directors extend their appreciation to all our partners and team members for their efforts during the year, our shareholders and valued clients.

Shareholders can access ASF 2008 Annual Report on the Company's website www.asfgroupltd.com

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Min Yang', with a stylized flourish underneath.

Min Yang
Chairman

ASF Group Limited

ACN 008 924 570

NOTICE OF MEETING

This is a Notice of Annual General Meeting of the shareholders of the Company to be held at the Elizabeth Room, Sir Stamford Hotel at Circular Quay, 93 Macquarie Street, Sydney NSW 2000 on 28 November 2008 commencing at 3 pm.

The Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting describes the various resolutions to be considered at the Meeting.

AGENDA

Business

Financial Statements and Reports

To receive and consider the Financial Statements of the Company for the year ended 30 June 2008 and the Reports of Directors and Auditors thereon.

Resolution 1 Adoption of Remuneration Report

To consider the Remuneration Report as it appears in the Annual Report of the Company for the year ended 30 June 2008 and, if thought fit, pass the resolution as an ordinary resolution in accordance with section 250R of the Corporations Act 2001:

'That the Company's Remuneration Report for the year ended 30 June 2008 be adopted'

Note: The vote on this resolution is advisory only and does not bind the Directors or the company.

Resolution 2 Re-election of a Director, Geoff Baker

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

'That Geoff Baker, who retires by rotation in accordance with the Company's Constitution and having offered himself for re-election and being eligible, is hereby re-elected as a director of the Company.'

Resolution 3 Election of a Director, Ms Lily Hongzhen Liu

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

'That , Ms Lily Hongzhen Liu in accordance with Article 92 of the Articles of Association having offered himself for election and being eligible, is hereby elected as a director of the Company.'

Resolution 4 Election of a Director, Mr Zhang Shikeng

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

'That , Mr Zhang Shikeng in accordance with Article 92 of the Articles of Association having offered himself for election and being eligible, is hereby elected as a director of the Company.'

Resolution 5 Election of a Director, Mr Zhang Qinglin

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

'That , Mr Zhang Qinglin in accordance with Article 92 of the Articles of Association having offered himself for election and being eligible, is hereby elected as a director of the Company.'

Resolution 6 Ratification of prior share issue

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

'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the previous

issue and allotment of 20,224,149 Shares to the parties set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting’.

Resolution 7 Allotment of shares to Mr Alex Lao under ASF Share Plan

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

‘That for the purposes of Listing Rules 7.1 and 10.11, and for all other purposes, approval is given for the Company to issue 750,000 ordinary shares to Mr Alex Lao. These shares to be issued on the terms which are set out in the Explanatory Memorandum accompanying the Notice of Annual General Meeting’.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Mr Alex Lao and by any his associates. However the Company need not disregard a vote if it is cast by a person as proxy for persons entitled to vote, in accordance with directions on the Proxy Form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form.

Resolution 8 Allotment of shares to Mr Wai Sang Ho under ASF Share Plan

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

‘That for the purposes of Listing Rules 7.1 and 10.11, and for all other purposes, approval is given for the Company to issue 250,000 ordinary shares to Mr Wai Sang Ho. These shares to be issued on the terms which are set out in the Explanatory Memorandum accompanying the Notice of Annual General Meeting’.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Mr Wai Sang Ho and by any his associates. However the Company need not disregard a vote if it is cast by a person as proxy for persons entitled to vote, in accordance with directions on the Proxy Form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form.

Resolution 9 Allotment of shares to Mr Alan Humphris under ASF Share Plan

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

‘That for the purposes of Listing Rules 7.1 and 10.11, and for all other purposes, approval is given for the Company to issue 1,000,000 ordinary shares to Mr Alan Humphris. These shares to be issued on the terms which are set out in the Explanatory Memorandum accompanying the Notice of Annual General Meeting’.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Mr Alan Humphris and by any his associates. However the Company need not disregard a vote if it is cast by a person as proxy for persons entitled to vote, in accordance with directions on the Proxy Form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form.

Resolution 10 Allotment of shares to Sincere Investment Group Ltd

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

‘That for the purposes of Listing Rules 7.1 and 10.11, and for all other purposes, approval is given for the Company to issue 3,800,000 shares to Sincere Investment Group Ltd, on the terms of which are set out in the Explanatory Memorandum accompanying the Notice of Annual General Meeting.’

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Ms Min Yang and Sincere Investment Group Ltd and by any associates of those persons. However the Company need not disregard a vote if it is cast by a person as proxy for persons entitled to vote, in accordance with directions on the Proxy Form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form.

Resolution 11 Allotment of shares to Sincere Investment Group Ltd

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

‘That for the purposes of Listing Rules 7.1 and 10.11, and for all other purposes, approval is given for the Company to issue 1,000,000 shares to Sincere Investment Group Ltd, on the terms of which are set out in the Explanatory Memorandum accompanying the Notice of Annual General Meeting.’

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Mr David Fang and Sincere Investment Group Ltd and by any associates of those persons. However the Company need not disregard a vote if it is cast by a person as proxy for persons entitled to vote, in accordance with directions on the Proxy Form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form.

PROXIES

A member entitled to attend and vote at the Annual General Meeting may appoint a proxy and, if entitled to cast two or more votes is entitled to appoint two proxies in which case each proxy may be appointed to represent a specified proportion of the member's voting rights. A proxy need not be a member of the Company and a member may appoint an individual or a body corporate to act as its proxy.

Unless instructed to the contrary, the Chairman of the meeting intends to vote proxies in favour of all resolutions at the meeting.

For an appointment of a proxy to be effective. Proxy Forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged at the Company's share registry. Registries Limited, PO Box R67 Royal Exchange, Sydney NSW 1223 Australia (or Fax +612 9251 9066) no later than 3pm on 26 November 2008.

A Proxy Form is provided with this notice. Please read the instructions on the Proxy Form.

If you are entitled to vote and wish to appoint a proxy, you should be aware that your proxy's vote on your behalf will be valid only if you direct your proxy how to vote on the proxy Form and the proxy does vote as directed.

Voting Intentions

The Chairperson of the Company intends to vote in favour of all resolutions on the agenda in respect of undirected proxy votes where the Chairperson is appointed as proxy.

Voting Entitlement

The Company has determined, in accordance with Regulation 7.11.3 7 of the Corporations Regulations 2001, that for the purposes of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons in the Company's Register of Members as at 7.00pm (Sydney Time) on 27 November 2008. Transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at this meeting.

Dated: 27 October 2008

By order of the Board

Barry F, Neal

Company Secretary

ASF GROUP LIMITED

ACN 008 924 570

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum accompanies and forms part of the Notice of Annual General Meeting of ASF Group Limited ("the Company" or "ASF") and is intended to provide shareholders of the Company with information to assess the merits of the resolutions contained in the business to be conducted at the Annual General Meeting to be held on 28 November 2008.

The directors ("the Directors") of the Company recommend that shareholders read this Explanatory Memorandum before making any decisions in relation to the Resolutions.

Shareholders should note that all Directors approved the proposal to put the Resolutions to shareholders as outlined in the Notice of Annual General Meeting and the preparation of this Explanatory Memorandum.

Financial Statements and Reports

The Financial Report, the Directors' Report and the Independent Audit for the year ended 30 June 2008 will be presented for consideration.

The Annual Report has been made available to shareholders which contains the Financial Report for the year ended 30 June 2008. The Chairman will give shareholders a reasonable opportunity to ask questions of the Auditor relevant to the content of the Independent Audit Report or the conduct of the audit.

Adoption of Remuneration Report: (Resolution 1)

The Remuneration Report is set out in the Company's 2008 Annual Report. Under section 250R(2) of the Corporations Act, all listed companies are required to present their remuneration reports for each financial year for adoption at the company's annual general meeting. Please note that in accordance section 250R (3) of the Corporations Act, the vote on this resolution is advisory only and the outcome will not be binding on the Directors or the Company. Shareholders will be given a reasonable opportunity to ask questions or make comments on the Remuneration Report at the Annual General Meeting.

Re-election of Geoff Baker as a Director: (Resolution 2)

Geoff Baker retires by rotation and being eligible, offers himself for re-election as a Director.

Geoff Baker was appointed to the Board on 30 November 2006. Geoff Baker assists in the international operations of the Group. He joined the Company after practising extensively for 28 years as a lawyer in Australia, Japan, Asia and China.

The Directors (with Geoff Baker abstaining) unanimously recommend that you vote in favour of this Ordinary Resolution.

Election of Lily Hongzhen Liu as a Director: (Resolution 3)

Article 92 of the Company's Articles of Association states that the Company in General Meeting may from time to time appoint an additional Director or additional Directors. Ms. Lily Hongzhen being eligible offers herself for election.

Ms. Lily Hongzhen Liu is the General Manager of the Investment Division of CITIC International Assets Management Limited ("CIAM"). Ms. Liu is currently responsible for deal sourcing and direct investments with focus on energy and resources industry, environmental improvement and protection sectors. She has over 20 years experience in international trading, direct investment, venture capital fund management and non-performing loans' restructuring or disposal. Before joining the CIAM, Ms. Liu worked in the Ministry of Foreign Trade in Beijing for 4 years and a Hong Kong red-chip conglomerate for over 16 years. Ms. Liu graduated from the Guangdong University of Foreign Trade and Economic and obtained a Master degree in Business Administration from the University of San Francisco in the United States.

The Directors unanimously recommend that you vote in favour of this Ordinary Resolution.

Election of Mr Zhang Shikeng as a Director: (Resolution 4)

Article 92 of the Company's Articles of Association states that the Company in General Meeting may from time to time appoint an additional Director or additional Directors. Mr Zhang Shikeng being eligible offers himself for election.

Mr. Zhang Shikeng is the founder and chairman of Goldenray Consortium (Singapore) Pte. Ltd., the founder and chairman of Cornell Education Group, director and deputy Chief Executive Officer of CITIC International Assets Management Limited and chairman of Singapore-Xianyang Economic and Trade Cooperation Council. Mr. Zhang has extensive experience real estate, education, ecological tourism and other industrial investments in China.

Mr. Zhang has also focused on developing Beijing Crocodile Eco-Village, a large ecotourism project combined with ecological agriculture, crocodile breeding, vacation, conference, cultural and tourist real estate in the Beijing urban area.

The Directors unanimously recommend that you vote in favour of this Ordinary Resolution.

Election of Mr Zhang Qinglin as a Director: (Resolution 5)

Article 92 of the Company's Articles of Association states that the Company in General Meeting may from time to time appoint an additional Director or additional Directors. Mr Zhang Qinglin being eligible offers himself for election.

Mr. Zhang Qinglin 64, is an independent non-executive director of China Railway Engineering Corporation. Mr. Zhang serves as member of the Tenth National Committee of the Chinese People's Political Consultative Conference, head of China Construction Supervision Association and head of construction project management committee of China Construction Supervision Association.

Mr. Zhang served as deputy general manager of the China State Construction Engineering Corporation from 1993 to 2004. Mr. Zhang joined China Railway Engineering Corporation in October 2006 and became a non executive director in September 2007. Mr. Zhang graduated from the Harbin Construction Engineering Institute, PRC in June 1968 majoring in heating and ventilation engineering. He was recognized as a professor-level senior engineer by the Ministry of Personnel in 1997.

Mr. Zhang graduated from the Harbin Construction Engineering Institute, PRC in June 1968 majoring in heating and ventilation engineering. He was recognized as a professor-level senior engineer by the Ministry of Personnel in 1997.

The Directors unanimously recommend that you vote in favour of this Ordinary Resolution.

Ratification of Prior Share Issue: (Resolution 6)

Resolution 6 of the Notice of Annual General Meeting proposes the ratification by shareholders of the prior issue and allotment of 20,224,149 shares thereby satisfying the requirements of ASX Listing Rule 7.4.

ASX Listing Rule 7.1 provides that an ASX listed company may not issue equity securities comprising more than 15% of its issued shares in any 12 month period without obtaining shareholder approval unless the issue comes within any of the specified exceptions set out in ASX Listing Rule 7.2. Shareholder approval is not required for the issue of the Shares outlined in Resolution 6, but is sought for the purposes of ASX Listing Rule 7.1 in order to provide the Company with flexibility during the next 12 month period to issue further equity securities within the limits imposed by ASX Listing Rule 7.1.

ASX Listing Rule 7.4 provides that an issue of shares made without shareholder approval is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach the 15% limit and shareholders subsequently approve the issue.

In compliance with the information requirements of ASX Listing Rules, shareholders are advised of the following particulars in relation to the prior issue for which ratification by shareholders is sought:

(a) Number of securities issued and allotted:

Date of Allotment	Shares Allotted and Issued
20 June 2008	1,666,666
29 September 2008	9,082,441
23 October 2008	9,475,042
TOTAL	20,224,149

(b) Price at which the securities were issued: 12 cents per share

(c) Type of securities:

The Shares are ordinary shares that rank equally in all respects with the existing shares on issue.

(d) Name of the allottee:

Shares were allotted to:-

Mr Ying Lun Deng	2,916,666 shares
Mr Tong Chen	5,332,442 shares
Mr Zhong Lin Zhang	2,499,999 shares
Mr Qian He	9,475,042 shares

(e) Purpose of issue:

Working capital including the further development of the Company's business units.

The Directors unanimously recommend that you vote in favour of this Ordinary Resolution.

Allotment of Shares to Mr Alex Lao under ASF Share Plan: (Resolution 7)

ASX LR 10.11 states that unless one of the exceptions in ASX Listing Rule 10.12 applies, an entity may not issue equity securities to a related party without the approval of holders of ordinary securities by ordinary resolution.

Mr Alex Lao is a Director and accordingly in order to issue shares to him it is necessary to obtain the approval of shareholders

In accordance with ASX listing Rule 10.13, the following information is provided to shareholders:

(a) Names of director - Alex Lao

(b) Number of securities to be issued
750,000 ordinary shares

(c) Date of issue:

Subject to this Resolution being passed, on the date of this Meeting and as soon as practicable after the Meeting and in any event no later than one month after the date of the meeting.

(d) Restrictions

The shares will be issued under escrow until 28 November 2009:

(e) Issue price and a statement of the terms of issue:

The shares are being issued for no consideration under the ASF Share Plan. The issue of shares are by way of incentive for the Directors and recognise the minimal fees paid to them while acting as directors of the Company. The shares will rank, on and from the date of issue, equally in all respects with existing shares on issue.

(f) Use of funds:

No funds are being raised

The Directors (with Alex Lao abstaining) unanimously recommend that you vote in favour of this Ordinary Resolution.

Allotment of Shares to Mr Wai Sang Ho under ASF Share Plan: (Resolution 8)

ASX LR 10.11 states that unless one of the exceptions in ASX Listing Rule 10.12 applies, an entity may not issue equity securities to a related party without the approval of holders of ordinary securities by ordinary resolution.

Mr Wai Sang Ho is a Director and accordingly in order to issue shares to him it is necessary to obtain the approval of shareholders

In accordance with ASX listing Rule 10.13, the following information is provided to shareholders:

(a) Names of director - Wai Sang Ho

(b) Number of securities to be issued
250,000 ordinary shares

(c) Date of issue:

Subject to this Resolution being passed, on the date of this Meeting and as soon as practicable after the

Meeting and in any event no later than one month after the date of the meeting.

(d) Restrictions

The shares will be issued under escrow until 28 November 2009:

(e) Issue price and a statement of the terms of issue:

The shares are being issued for no consideration under the ASF Share Plan. The issue of shares are by way of incentive for the Directors and recognise the minimal fees paid to them while acting as directors of the Company. The shares will rank, on and from the date of issue, equally in all respects with existing shares on issue.

(f) Use of funds:

No funds are being raised

The Directors (with Wai Sang Ho abstaining) unanimously recommend that you vote in favour of this Ordinary Resolution.

Allotment of Shares to Mr Alan John Humphris under ASF Share Plan: (Resolution 9)

ASX LR 10.11 states that unless one of the exceptions in ASX Listing Rule 10.12 applies, an entity may not issue equity securities to a related party without the approval of holders of ordinary securities by ordinary resolution.

Mr Alan Humphris is a Director and accordingly in order to issue shares to him it is necessary to obtain the approval of shareholders

In accordance with ASX listing Rule 10.13, the following information is provided to shareholders:

(a) Names of director – Alan Humphris

(b) Number of securities to be issued

1,000,000 ordinary shares

(c) Date of issue:

Subject to this Resolution being passed, on the date of this Meeting and as soon as practicable after the Meeting and in any event no later than one month after the date of the meeting.

(d) Restrictions

The shares will be issued under escrow until 28 November 2009:

(e) Issue price and a statement of the terms of issue:

The shares are being issued for no consideration under the ASF Share Plan. The issue of shares are by way of incentive for the Directors and recognise the minimal fees paid to them while acting as directors of the Company. The shares will rank, on and from the date of issue, equally in all respects with existing shares on issue.

(f) Use of funds:

No funds are being raised

The Directors (with Alan Humphris abstaining) unanimously recommend that you vote in favour of this Ordinary Resolution.

Allotment of Shares to Sincere Investment Group Ltd: (Resolution 10)

ASX LR 10.11 states that unless one of the exceptions in ASX Listing Rule 10.12 applies, an entity may not issue equity securities to a related party without the approval of holders of ordinary securities by ordinary resolution.

Sincere Investment Group Ltd, a HK based Investment and Consulting Company will provide the services of Min Yang as the Executive Chairman of the Company. Accordingly, in order to issue shares to Sincere Investment Group Ltd, it is necessary to obtain approval of shareholders.

In accordance with ASX listing Rule 10.13, the following information is provided to shareholders:

(a) Name of the person:

Sincere Investment Group Ltd

- (b) Number of securities to be issued

3,800,000 ordinary shares

- (c) Date of issue:

Subject to Resolution 10 being passed, on the date of this Meeting and as soon as practicable after the Meeting and in any event no later than one month after the date of the meeting.

- (d) Restrictions

The shares will be issued under escrow until 28 November 2009:

- (e) Relationship between person and director:

Sincere Investment Group Ltd will provide the services of Ms Min Yang as the Executive Chairman of the Company

- (f) Issue price and a statement of the terms of issue:

The shares are being issued for no consideration to Sincere Investment Group Ltd which will provide the services of Min Yang as the Executive Chairman under a Service Contract between the Company and Sincere Investment Group Ltd. The Service Contract has a term of 3 years. The shares will rank, on and from the date of issue, equally in all respects with existing shares on issue.

- (g) Use of funds:

No funds are being raised

The Directors (with Ms Min Yang abstaining) unanimously recommend that you vote in favour of this Ordinary Resolution.

Allotment of Shares to Sincere Investment Group Ltd: (Resolution 11)

In accordance with ASX LR 10.11 states that unless one of the exceptions in ASX Listing Rule 10.12 applies, an entity may not issue equity securities to a related party without the approval of holders of ordinary securities by ordinary resolution.

Sincere Investment Group Ltd, a HK based Investment and Consulting Company will provide the services of David Fang as an Executive Director of the Company. Accordingly, in order to issue shares to Sincere Investment Group Ltd, it is necessary to obtain approval of shareholders.

In accordance with ASX listing Rule 10.13, the following information is provided to shareholders:

- (a) Name of the person:

Sincere Investment Group Ltd

- (b) Number of securities to be issued

1,000,000 ordinary shares

- (c) Date of issue:

Subject to Resolution 11 being passed, on the date of this Meeting and as soon as practicable after the Meeting and in any event no later than one month after the date of the meeting.

- (d) Restrictions

The shares will be issued under escrow until 28 November 2009:

- (e) Relationship between person and director:

Sincere Investment Group Ltd will provide the services of David Fang as an Executive Director of the Company

- (f) Issue price and a statement of the terms of issue:

The shares are being issued for no consideration to Sincere Investment Group Ltd which will provide the services of David Fang as an Executive Director under a Service Contract between the Company and Sincere Investment Group Ltd. The Service Contract has a term of 1 year. The shares will rank, on and from the date of issue, equally in all respects with existing shares on issue.

- (g) Use of funds:

No funds are being raised

The Directors (with Mr David Fang abstaining) unanimously recommend that you vote in favour of this Ordinary Resolution.

