

AUSTRALIA SAMLY HOLDINGS GROUP LIMITED
A.C.N. [164 307 975]
MINUTES of GENERAL MEETING

DATE: Monday, 30 November 2015 at 10.00 a.m. (Shenzhen time)

HELD AT: B412, Shahe Century Square, Huaqiaochen, Nanshan District, Shenzhen, Guangdong, China

PRESENT: Liangchao Chen, Ying Yao, Pin Yin, Zhuojun Wang, Mo Yin, Bei Wang, Lei Wang.

Total 6 shareholders present. (Please see Attachment A)

Observers and visitors: 0

1. Welcome

The Chairman, Mr. Liangchao Chen, welcomed all attendees, confirmed that a quorum was present and declared the meetings of the Company open for business.

The Chairman introduced the members of the Board of the Company to the room.

2. Notice of General Meeting

The Notice of convening the General Meeting was taken as read.

3. Proxies

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

4. Questions

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

5 Ordinary Business

Item 1: Financial Statements and Reports

Noted that the annual financial report (comprising the financial statements and notes for the year and the directors' 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 2015.

The Chairman asked the eligible members and proxy voters 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 shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

"that the annual financial reports be approved"

Item 2: Election of Directors

Item 2(a): Election of Ms. Ying Yao as a Director

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

The Chairman asked the eligible members and proxy voters to consider the election of Ms. Ying Yao 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 shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

"That Ms. Ying Yao having been appointed as a director since the last Annual General Meeting, in accordance with APX listing rule 18.9 and, being eligible, is elected as a Director of the Company."

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

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

The Chairman asked the eligible members and proxy voters 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 shareholders attending in favour of the resolution, it was **resolved as an ordinary resolution**:

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

Item 3: Adoption of the Remuneration Report

The Remuneration Report is presented within the Directors' Report of the Company's 30 June 2015 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 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 2015, as set out in the Directors' Report section of the Annual Report"

Special Business

Item 4: Allotment of New Shares

Noted that the Company's wholly owned subsidiary, Shenzhen Vitality Bio-health Technology Co., Ltd, which is held through Samly (Int'l) Bio-tech Co., Ltd and Orient Samly Trading (Shenzhen) Co., Ltd, is seeking to issue new shares to new shareholders to the extent that new shareholders will hold 20% of the shares in Shenzhen Vitality Bio-health Technology Co., Ltd. New shareholder identities are yet to be determined. The consideration offered by the new shareholders for the new shares will not be lower than the current market price.

The Company notes that Shenzhen Vitality Bio-health Technology Co., Ltd plans to list on the National Equities Exchange and Quotations in China after the issuance of new shares.

The direct holder of Shenzhen Vitality Bio-health Technology Co., Ltd, Shenzhen Vitality Bio-health Technology Co., Ltd will enter into a repurchase arrangement within 4 month of the new share issuance, whereby the repurchase price will be the principal investment amount plus 8.5% annual yield.

Supplementary information has been announced to the market on 4 November 2015.

The Chairman asked the eligible members and proxy voters to consider amendment of the constitution as a special resolution.

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 shareholders attending in favour of the resolution, it was **resolved as a special resolution**:

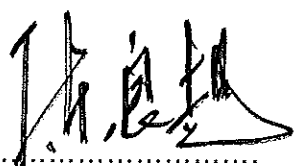
"That the Company resolves to approve the allotment of new shares by the Company's wholly owned subsidiary, Shenzhen Vitality Bio-health Technology Co., Ltd, which is held through Samly (Int'l) Bio-tech Co., Ltd and Orient Samly Trading (Shenzhen) Co., Ltd, to the extent that new shareholders will hold 20% of the shares in Shenzhen Vitality Bio-health Technology Co., Ltd."

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 12:00 pm (noon) (Shenzhen time).

Signed as a true and accurate record of proceedings on 30 November 2015.



Liangchao Chen
Chairman

Attachment A – Attending Shareholders Statistics

Shareholder's name	Shares	Title
Samly(International) Biotechnology limited and Vita-Tech (International) Biotechnology Limited (represent by its Director Liangchao Chen, who holds 100% of the Company shares)	21,300,000.00	Executive director and President
Ruxin (International) Investment Co.,Limited (represent by its Director Pin Yin, who holds 100% of the Company shares)	4,500,000.00	Company Secretary
Mo Yin	529,800.00	N/A
Zhuojun Wang	20,000.00	CFO of the Company
Lei Wang	260,800.00	N/A
Bei Wang	274,500.00	N/A
Total number of shares held by the shareholders who attended the meeting	26,885.100.00	
Total number of shares in the company on issue	34,636,500.00	
Percentage of total shares in the company	77.62%	