

1.0 Introduction

Good Afternoon

My name is Howard Long; I am a CFO of AFC Group Holdings Limited.

It is my pleasure to Chair the Virtual Annual General Meeting of AFC Group Holdings Limited. AFC has considered the current Auckland level 3 lockdown and the expected social distancing restrictions and decided not to offer the Annual Shareholders' Meeting in person this year. Therefore, shareholders can attend the Meeting through a Zoom meeting only.

It is 2:00 pm, and it is time to start the Meeting.

- I am advised that:
 - o The correct notice has been given.
 - o We have a quorum online present, and hence we have a correctly constituted meeting.
- I advise that we have received 23 proxies representing 1,956,617,391 shares which 53.4% of the total valid securities voted.

2.0 Welcome

I would like to welcome you all to our Virtual Annual Meeting of AFC.

The minutes of the Annual Meeting held on 30 September 2021 have been approved by the Directors and are available for inspection.

I would like to introduce:

My fellow Directors

Yang Xia
John Li
Charles Cao
Karen Ma
Jacky Wang

The Deputy General Manager of AFC Group Holdings Limited, Kelly Hu.

I confirm that this is a meeting of shareholders of AFC Group Holdings Limited. Shareholders have the right to attend and vote.

We have other persons here, and we note that the Chair has the option of accepting questions or comments from non-shareholders at their absolute discretion.

I ask all shareholders to ensure that If you wish to vote on the date, you need to email your Shareholder details CSN/Security Holder Number, your registered name and

address and your voting intentions for each Resolution or scan your proxy/voting form to accounts@afcnz.com by 3:00 pm on Thursday 30 September 2021. You also need to have a form in case of a poll being called.

Finally, I ask that all mobile phones be turned off or to silent.

3.0 Apologies

Do we have any other apology?

There are no other apologies

4.0 Meeting Agenda

The business of this Annual Meeting is set out in the Notice of Meeting sent to Shareholders along with the explanatory notes.

The Directors have previously advised all shareholders to read the document carefully before making any decisions.

Moving on to the business of the Meeting.

Resolution 1: Annual Report

To receive and consider the Annual Report, including the audit report and financial statements, for the year ended 31 March 2021.

“That the Annual Report be received.”

I move the resolution, do we have a seconder? Thank you _____

Is there any discussion?

I now put the resolution.

All in favour, please say Aye

Those against please say no

I declare the motion _____

Resolution 2: Appointment of Auditor

To record that the Company’s Auditors William Buck is reappointed as auditors pursuant to section 200 of the Companies Act 1993 and to consider, and if thought fit, to pass the following ordinary resolution

“That the Company’s Auditors William Buck is reappointed as auditors.”

I move the resolution, do we have a seconder? Thank you _____

Is there any discussion?

I now put the resolution.

All in favour, please say Aye

Those against please say no

I declare the motion _____

Resolution 3: Fixing the Fees and Expenses of the auditor

To record that shareholder authorise the directors to fix the fees and expenses of the auditor for the financial year ending 31 March 2022 pursuant to section 200 of the Companies Act 1993 and to consider, and if thought fit, to pass the following ordinary resolution

"That the directors of the Company be authorised to fix the remuneration of the auditors of the Company for the ensuing year."

I move the resolution, do we have a seconder? Thank you _____

Is there any discussion?

I now put the resolution.

All in favour, please say Aye

Those against please say no

I declare the motion _____

Resolution 4: Re-election of Director

To consider and, if thought fit, to pass the following ordinary resolution pursuant to NZX Listing Rule 3.3.6:

"That Bo Xian (Charles) Cao, who retires by rotation and is eligible for re-election, be elected as a director of the Company."

I move the resolution, do we have a seconder? Thank you _____.

Is there any discussion?

I now put the resolution.

All in favour, please say Aye

Those against please say no

I declare the motion _____

Resolution 5: Re-election of Director

To consider and, if thought fit, to pass the following ordinary resolution pursuant to NZX Listing Rule 3.3.6:

“That Qiang (John) Li, who retires by rotation and is eligible for re-election, be elected as an independent director of the Company.”

I move the resolution, do we have a seconder? Thank You Mr _____

Is there any discussion?

I now put the resolution.

All in favour, please say Aye

Those against please say no

I declare the motion _____

Resolution 6: Re-election of Director

To consider and, if thought fit, to pass the following ordinary resolution pursuant to NZX Listing Rule 3.3.6:

“That Zilei (Jacky) Wang, who retires by rotation and is eligible for re-election, be elected as an independent director of the Company.”

I move the resolution, do we have a seconder? Thank You Mr _____

Is there any discussion?

I now put the resolution.

All in favour, please say Aye

Those against please say no

I declare the motion _____

Resolution 7: Re-election of Director

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

“That Jingwei (Karen) Ma, having been appointed since the last annual meeting and who therefore retires and is eligible for election, be elected as a director of the Company.”

I move the resolution, do we have a seconder? Thank You Mr _____

Is there any discussion?

I now put the resolution.

All in favour, please say Aye

Those against please say no

I declare the motion _____

General Business

Is there any business anyone would like to raise?

Final Comment

Ladies and Gentlemen, thank you for your attendance today.

We look forward to enjoying future developments with you.

I declare the meeting closed at _____pm

End