

Notice of 2017 Annual General Meeting

NOTICE is hereby given that the 2017 Annual General Meeting of 99 Wuxian Limited, ARBN 164 764 729, Hong Kong Company Number 1903220 (**Company**) will be held at 10:30am (Sydney, Australia time), on Monday 19 June 2017, at Ming Room, Level 2, 3 Spring Street, Christie Conference Centre, Sydney, NSW 2000.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed CDI Voting Form. The completed CDI Voting Instruction Form needs to be received at the address shown on the Form not less than 72 hours before the time fixed for the Meeting or an adjournment thereof, being no later than 10:30am (Sydney, Australia Time) (08:30am Hong Kong time) on Friday, 16 June 2017.

BUSINESS

1. 2016 Financial Statements

To receive and consider the financial statements, the reports of the Directors and Auditors and other documents required to be annexed to the financial statements for the period ended 31 December 2016 and as lodged with Australian Securities Exchange (**ASX**).

No resolution is required by law in respect of this agenda item. However, it will provide shareholders with the opportunity to ask the Directors any questions in relation to the financial statements.

2. Remuneration of Directors

That the following resolution be approved as an **ordinary resolution**:

"Subject to not increasing the total aggregate amount of Director fees payable to all non-executive Directors (previously approved at the 2014 Annual General Meeting), that for the purpose of Article 71(e) of the Articles of Association, the Directors, with the advice from the remuneration committee, be authorized to fix the remuneration of the Directors for the year ending 31 December 2017."

3. Re-election of Director – Ms Amalasia Zhang

That the following resolution be approved as an **ordinary resolution**:

"That Ms Amalasia Zhang (Executive Director) retires as a Director in accordance with Articles 105 and 109 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is re-elected as a Director of the Company."

4. Re-election of Director – Mr Christopher Ryan

That the following resolution be approved as an **ordinary resolution**:

"That Mr Christopher Ryan (Non-Executive Director) retires as a Director in accordance with Article 96 and 109 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is re-elected as a Director of the Company."

5. Re-election of Director – Dr Tao Wen

That the following resolution be approved as an **ordinary resolution**:

"That Dr Tao Wen (Executive Director) retires as a Director in accordance with Article 96 and 109 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is re-elected as a Director of the Company."

6. Re-election of Director – Mr Haoming Yu

That the following resolution be approved as an **ordinary resolution**:

"That Mr Haoming Yu (Non-Executive Director) retires as a Director in accordance with Article 96 and 109 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is re-elected as a Director of the Company."

7. Re-appointment of Auditors

That the following resolution be approved as an **ordinary resolution**:

"That BDO Limited, being auditors of the Company are re-appointed auditors and that the Directors be authorized to fix their remuneration."

8. General Mandate to Issue and Allot New Shares

That the following resolution be approved as an **ordinary resolution**:

"That, subject to any restriction in the ASX Listing Rules in relation to issuing new capital (including ASX Listing Rules 7.1, 10.11 and 10.14), the Corporations Act 2001 (Cth), pursuant to Section 141 of the Companies Ordinance, Hong Kong, Cap 622, a general mandate be given to Directors to exercise any power of the Company to allot or issue, grant options over, offer or otherwise deal with or dispose of shares in the Company on and subject to such terms as the directors may determine including to allot or issue further shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require shares to be allotted to persons other than existing members of the Company, or to members of the Company otherwise than in proportion to their existing shareholdings in the Company provided that the authority shall, unless earlier revoked or varied by members of the Company in general meeting expire on the earlier of (a) the conclusion of the next annual general meeting of the Company or (b) the expiration of the period within which the next annual general meeting of the Company is required in accordance with the Articles of Association of the Company, or any applicable law, to be held."

NOTES

(i) Voting entitlements

The directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting and CDI holding of CDI holders will be taken to be held by the persons who are registered as members at 7:00pm (Sydney Time) 5:00pm (Hong Kong Time) on Friday, 16 June 2017. Accordingly transfers registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

(ii) Proxy voting by holder of ordinary shares

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of the Company, 27/F, Alexandra House, 18 Chater Road, Central, Hong Kong or fax number (852) 2803 3618 by no later than 8:30am Hong Kong time (10:30am Sydney Time) on Saturday 17 June 2017.

(iii) Proxy voting by holder of CDIs

Holders of CDIs are invited to attend the meeting. CDI holders may complete, sign and return the enclosed CDI Voting Instruction Form to Computershare Investor Services Pty Limited, at GPO Box 242, Melbourne, Victoria, 3001 Australia (free fax number within Australia: 1800 783 447 or outside Australia: +61 3 9473 2555) in order to direct CHESS Depository Nominees Pty Ltd. ("CDN") to vote the relevant underlying Ordinary Shares on his or her behalf or may instruct CDN to appoint such CDI holder or his or her nominee as proxy to vote the Ordinary Shares underlying the CDIs in person at the meeting. In either case, the CDI Voting Instruction Form needs to be received at the address shown on the Form before the time fixed for the Meeting or an adjournment thereof, being no later than 10:30am (Sydney Time)(08:30am Hong Kong time) on Friday, 16 June 2017.

By order of the Board

Explanatory Statement

This explanatory statement accompanies the 2017 Annual General Meeting of 99 Wuxian Limited ARBN 164 764 729 (“the Company”) to be held at 10:30am (Sydney time), on Monday, 19 June 2017 at Ming Room, Level 2, 3 Spring Street, Christie Conference Centre, Sydney, NSW 2000.

Item 1: 2016 Financial Statements

This item gives shareholders an opportunity to ask questions with respect to the financial statements, the reports of the Directors and Auditors and other documents required to be annexed to the financial statements for the period ended 31 December 2016 (**Statements and Reports**).

The Statements and Reports have been filed on the ASX electronic filing system for Market Announcements, and are available on the Company website www.99wuxian.com.

Item 2: Remuneration of Directors

Article 71(e) of the Company’s Memorandum and Articles of Association entitles the Company to fix the remuneration for the Directors for the following year.

Item 2 seeks approval from the shareholders for authorizing the Directors with the advice from the remuneration committee to fix the remuneration of the directors for the year ending 31 December 2017.

With respect to non-executive director remuneration, this aggregate will not be fixed above the aggregate amount previously approved at the 2014 Annual General Meeting with respect to non-executive director remuneration as such an increase will require shareholder approval under ASX Listing Rule 10.17.

Item 3 to 6: Election of Directors

Pursuant to both the ASX Listing Rules and the Articles of Association, every Directors, shall be subject to retirement by rotation at least once every three years. Clause 105(A) of the Articles of Association requires one-third of the Directors to retire at each annual general meeting of the Company. Clause 96 of the Articles of Association requires any Directors appointed by the Board to fill a casual vacancy or as an addition to the Board to hold the office only until the next following annual general meeting of the Company and shall then be eligible of re-election. The resumes of those directors re-elected at this annual general meeting are as follows:

Name and Role	Experience and Special Responsibilities
Ms Amalasia Zhang Chief Executive Officer Executive Director	President of 99 Wuxian, graduated from Bath University of UK, Master of Business Administration. Pioneer of internet and e-commerce business in China. She previously worked for the PCCW and was part of the core management
Mr Christopher Ryan Non-Executive Director	Mr Ryan is an Executive Director of Investorlink Group Limited, a Sydney-based corporate finance and advisory firm. He has diverse experience and expertise in mergers and acquisitions together with initial public offering. He has advised ASX listings since 1986. He has served as Chairman of ASX listed Bravura Solutions Limited and China Waste Corporation Limited and is currently Co-Chairman of ASX listed TTG Fintech Limited (ASX:TTG), Non-Executive Director of eCargo Holdings Limited (ASX:ECCG), and Non-Executive Director of Propertylink Holdings Limited (ASX:PLG). Mr Ryan holds a Bachelor of Financial Administration from the University of New England and is a Fellow of the Institute of Chartered Accountants Australia and New Zealand.

<p>Dr Tao Wen Executive Director</p>	<p>Dr Wen has significant experience in the science and technology sectors. He has been serving as Chief Technology Officer since the Company was established. Prior to joining 99 Wuxian, he worked as a senior IT specialist of IBM Global Business Services and Chief Technology Officer of Handpay. He holds a PhD in Science from Fudan University.</p>
<p>Mr Haoming Yu Non-Executive Director</p>	<p>Mr Yu has significant experience in the finance and banking industry over 40 years. Prior to joining 99 Wuxian, he was Executive Vice President of Zendai Group. Mr Yu held various senior positions in the past including Executive Vice President of Shan Shan Co Holding Ltd, Managing Director of Bear Stearns (Asia) Ltd, Executive Vice President of Shanghai International Trust & Investment Co. Ltd and Deputy General Manager in Bank of China, Shanghai Branch.</p>

Item 8: General Mandate to Issue and Allot New Shares

Pursuant to Section 141 of the Companies Ordinance, Hong Kong, Cap 622, a general mandate must be given to Directors to issue any unissued shares in the capital of a company.

The resolution contained in Item 8 allows the Directors to issue further unissued shares in the capital of the Company. This resolution is, however, subject to the ASX Listing Rules and, in particular to:

- (a) ASX Listing Rule 7.1 which restricts the Company from issuing new securities in the Company which would dilute the interests of existing Shareholders or CDI holders, to a maximum of 15% of the issued capital of the Company in any 12 month period without shareholder approval;
- (b) 10.11 which restricts the Company from issuing new securities in the Company to a related party without shareholder approval; and
- (c) 10.14 which restricts the Company from issuing new securities in the Company under an employee share plan to a director or an associate of a director without shareholder approval.