



Australia China Holdings Limited

ARBN 067 993 506

Level 11, 32 Martin Place, Sydney, NSW 2000, Australia

Email: sec@aakch.com

Company Announcement Office
Australian Stock Exchange Limited

By e-Lodgment

11th December, 2014

Dear Shareholders,

Re: Annual General Meeting

The Annual General Meeting for the 2014 year for Australia China Holdings Limited is to be held on 31st December, 2014 and the notice of Meeting was posted to shareholders to the addresses on record a copy of Notice of Annual General Meeting for 2014 together with the Explanation Memorandum and the Proxy Form are herewith for your easy reference.

Shareholders are advised to inform the Share Registry of any changes to their addresses.

We welcome shareholders to let us know their email addresses so they can be informed on a timely manner.

Should you require further information, please send your enquiry to the Company Secretary by email to sec@aakch.com

Yours faithfully

For and on behalf of

Australia China Holdings Ltd



Stonely Sek

Company Secretary



Australia China Holdings Limited

ARBN 067 993 506

LISTED ON AUSTRALIAN STOCK EXCHANGE LIMITED

**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
AND
PROXY FORM**

Annual General Meeting of the company for the year 2014 to be held at The Conference Room 811, 8/F Taifung Bank Building ,No. 296, Av.de Almeida Ribeiro, Edif. Macau on 31st December 2014 at 11:00 am Beijing Time (2:00 pm Australian Eastern Summer Time)

*Please read the Notice and if you are unable to attend the Annual General Meeting of Shareholders
please complete and return the enclosed Proxy Form by 29th December 2014 in accordance
with the specified directions.*

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company for the 2014 financial year is to be held at The Conference Room 811, 8/F Taifung Bank Building, No. 296, Av.de Almeida Ribeiro, Edif. Macau, China on 31st December 2014 at 11:00 am Beijing Time (2:00 pm Australian Eastern Daylight Saving Time)

AGENDA

(A) ORDINARY BUSINESS

Resolution 1: Financial Statements

1. To receive and consider the annual financial report of the Company, the Directors report and the Independent Auditors Report for the year ended 31st March, 2014.

Resolution 2: Re-appointment of Auditors

2. "THAT Messrs Kee & Co. be re-appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration."

Resolution 3: Election of Deputy Chairman

3. "THAT Mr. Mason Lam Mui Sang, offers himself as a candidate for the post of Deputy Chairman of Board of Directors."

The Directors (with Mr. Mason Lam Mui Sang, abstaining) recommend that you vote in favour of this Ordinary Resolution.

Full details of Mr. Mason Lam Mui Sang's qualification and experience are set out on page 2 of the Explanatory Memorandum.

Resolution 4: Re-election of Director

4. "That Mr. Henry Xiao Bin Qin having retired by rotation in accordance with the Bye-Laws of the Company and being eligible, be re-elected as Director of the Company"

(If successfully re-elected, the Company intends to appoint Mr. Henry X. B. Qin's as Managing Director of the Company.)

The Company approves and ratifies the election and appointment on item (3) & (4) above.

(B) SPECIAL BUSINESS

As special business, to consider and, if thought appropriate, pass with or without amendments the following resolutions as ordinary resolutions:

Resolution 5: Allotment of shares to Harvard Business Management & Consultancy Ltd (HBMC)

5. "THAT pursuant to ASX Listing Rule 7.1 and all other purposes, the Company approves the issue of 20,000,000 ordinary shares at A\$0.02 par value be allotted to Harvard Business Management & Consultancy Ltd, a shareholder of the Company, to satisfy fully the outstanding loan of A\$400,000 advanced by them, together with 180,000,000 share options at an exercise price of A\$0.02 per share exercisable after 1st July 2015 and any time before 30th December 2018 date of expiry. The options are to be issued upon HBMC paying a nominal option fee of A\$10 within 90 days from the date of passing of this Resolution 5 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 6: Allotment of shares to Supreme Australasian Investment Ltd. (SAI)

6. "THAT pursuant to ASX Listing Rule 7.1 and all other purposes, the Company approves the issue of 13,500,000 ordinary shares at A\$0.02 par value be allotted to Supreme Australasian Investments Ltd, a shareholder of the Company, to satisfy fully the outstanding loan of A\$270,000 advanced by them, together with 121,000,000 share options at an exercise price of A\$0.02 per share exercisable after 1st July 2015 and any time before 30th December 2018 date of expiry. The options are to be issued upon SAI paying a nominal option fee of A\$10 within 90 days from the date of passing this Resolution 6 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Issue of Share Options to Directors, Senior Management and Others

To consider and if thought fit, to pass the following resolutions as ordinary resolutions

Resolution 7: Issue of Share Options to Executive Director Mr. Meen Foh Chai

7. "That, for the purposes of ASX listing rule 10.11 and all other purposes, the Company approves and ratifies the granting of 10,000,000 options to Mr. Meen Foh Chai, Executive Director, at an exercise price of A\$0.02 per unit, the said options are to be issued upon Mr. Chai paying a nominal option fee of A\$10 within one month after the passing of this resolution and are exercisable after 1st July 2015 and any time before the expiry date of 30th December 2018".

Resolution 8: Issue of Options to Independent Director Mr. Henry Xiao Bin Qin

8. "That, for the purposes of ASX listing rule 10.11 and all other purposes, the Company approves and ratifies the granting of 10,000,000 options to Mr. Henry Xiao Bin Qin, Non-executive Director, at an exercise price of A\$0.02 per unit, the said options are to be issued upon Mr. Qin paying a nominal option fee of A\$10 within one month after the passing of this resolution and are exercisable after 1st July 2015 and any time before the expiry date of 30th December 2018".

Resolution 9: Issue of Options to the Company Secretary Mr. Stonely W. T. Sek

9. "That, for the purposes of ASX listing rule 7.1 and all other purposes, the Company approves and ratifies the granting of 10,000,000 options to Mr. Stonely W.T. Sek, Company Secretary, at an exercise price of A\$0.02 per unit, the said options are to be issued upon Mr. Sek paying a nominal option fee of A\$10 within one month after the passing of this resolution and are exercisable after 1st July 2015 and any time before the expiry date of 30th December 2018".

Resolution 10: Issue of Share Options to Executive Director- Mr. Lam Mui Sang

10. "That, for the purposes of ASX listing rule 10.11 and all other purposes, the Company approves and ratifies the granting of 3,000,000 options to Mr. Lam Mui Sang, Executive Director, at an exercise price of A\$0.02 per unit, the said options are to be issued upon Mr. Lam paying with a nominal option fee of A\$10 within one month after the passing of this resolution and are exercisable after 1st July 2015 and any time before the expiry date of 30th December 2018".

Resolution 11: Issue of Share Options to Operation Chief of China- Mr. Cheang Hong Sang

11. "That, for the purposes of ASX listing rule 7.1 and all other purposes, the Company approves and ratifies the granting of 3,000,000 options to Mr. Cheang Hong Sang, Operation Chief of China, at an exercise price of A\$0.02 per unit, the said options are to be issued upon Mr. Cheang paying with a nominal option fee of A\$10 within one month after the passing of this resolution and are exercisable after 1st July 2015 and any time before the expiry date of 30th December 2018".

The terms & conditions are summarised in the Explanatory Memorandum accompanying the Notice of Annual General Meeting.

OTHER BUSINESS

To transact any other business that may be legally brought before the Meeting.

ENTITLEMENT TO VOTE

You may vote by attending the meeting in person by proxy or authorized representative, to vote in person attend the meeting in the date and the place set out above. The meeting will commence at 11.00 am Beijing Time (2:00 pm Australian Eastern Daylight Saving Time).

"SNAP-SHOT" TIME

For the purpose of the Meeting, shares in the Company will be taken to be held by the registered holders of those shares at 2:00 p.m. (Australian Eastern Standard Time) on 29th December 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

PROXIES

A proxy form accompanies the Notice and to be effective it must be received by **Australia China Holdings Ltd's** Office at Level 2, 32 Martin Place, Sydney, N.S.W 2000, Australia or successfully transmitted by facsimile to (02) 9262 3912, by e-mail to sec@aakch.com not less than 48 hours prior to the time of the Meeting.

Bodies Corporate – Corporate Representation

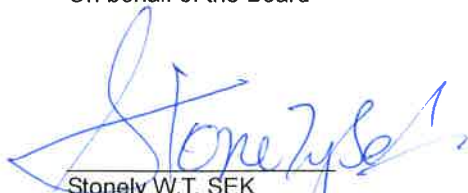
A body corporate may appoint an individual as it's representative to exercise any of the powers the body may exercise at the meeting of Shareholders. The appointment may be a standing one.

Enquiries

The Company welcomes enquiries in respect of matters covered in this Notice of Meeting and Explanation Memorandum and attendance of shareholders at the Annual General Meeting proposed should you require further information please email sec@aakch.com.

The Explanatory Memorandum accompanying this Notice of Meeting forms part of and is deemed to be incorporated in the Notice of Meeting and should be read with the Notice. There is a Glossary towards the end of the Explanatory Memorandum that defines various words and phrases used in this Notice and Explanatory Memorandum.

On behalf of the Board


Stonely W.T. SEK
Company Secretary
Date: 10th December 2014



INSTRUCTIONS FOR THE APPOINTMENT OF A PROXY

Your details

Please insert your name and address in full.

Appointment of a proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your nominated proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

Voting direction of your proxy

You may direct your proxy how to vote by placing a mark to one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage of the number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Appointment of a second proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by photocopying this form.

To appoint a second proxy you must on each Proxy Form state (in the approximate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Signing instructions

You must sign this form as follows in the spaces provided:

Individual	Where the holding is in one name, the holder must sign.
Joint Holding	Where the holding is in more than one name, all the shareholders should sign.
Power of attorney	To sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies	Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company Secretary, a sole director can sign alone. Otherwise this form must be signed by a director jointly with either another director or a company Secretary together with the company seal or chop in accordance with the company's constitution. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is either included in the Notice of Annual General Meeting or may be obtained from the Company's share registry.

Lodgement of Proxy

The properly signed and completed Proxy Form (and any power of Attorney under which it is signed) must be delivered or sent by facsimile to the Company's Australia office at Level 2, 32 Martin Place, Sydney, NSW 2000, Australia or successfully transmitted by facsimile to (02) 9262 3912, or by email to sec@aakch.com. As 25th and 26th December 2014 are public holidays in Australia, thus the signed proxy forms must be received by the Company by 2:00 pm (AEST) on 29th December 2014. Any Proxy Form received after that date will not be valid for the scheduled Annual General Meeting.



AUSTRALIA CHINA HOLDINGS LIMITED
(ARBN 067 993 506)

Registered Office :Delphi Management Ltd, William House 4th Floor, 20 Reid Street, Hamilton HM 11, Bermuda

Australia Office :Level 2, 32 Martin Place, Sydney N.S.W. 2000, Australia
(email address : sec@aakch.com)

Australia Share :Advanced Share Registry Services Limited

Registry :110 Stirling Highway, Nedland, W. Australia 6009, Australia

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders of Australia China Holdings Group Limited ("the Company") with sufficient information to assess the merits of Resolutions 1 to 11 contained in the accompanying Notice of the Annual General Meeting of the Company.

The Directors recommend that shareholders read the accompanying Notice of the AGM and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

A. RESOLUTION 1 - 2

Resolutions 1 to 2 are ordinary resolutions and will be passed if at least 50% of the votes cast by members entitled to vote attending in person or in proxy at the Annual General Meeting of the Company convened by this Notice of Meeting are in favour.

B . RESOLUTION 3

Mr. Mason Lam Mui Sang offers himself as a candidate for the Deputy Chairman of the Board of Directors.

The Directors (with Mr. Mason Lam Mui Sang abstaining) recommend that you vote in favour of this Ordinary Resolution.

C. RESOLUTION 4 : Re-election of Mr. Henry Xiao Bin Qin as director and as Managing Director.

(If successfully re-elected, the Company intends to appoint Mr. Henry X. B. Qin's as Managing Director of the Company.)

D. PROFILE : for RESOLUTION 3

Profile : Mason Lam Mui Sang , (Asia International Uni.)

Mr. Lam, has or had held many important appointments in Government and in Commerce including:

- a) the Chinese people's Political Consultative Conference in Guangdong,
- b) Consultant of Guangdong Chamber of Commerce,
- c) Chairman of Taiwan-Macao Trade Chamber,
- d) President of Macau Lions Club,
- e) Vice president of Macau Education Foundation,
- f) Honorary President of the Macau General Chamber of Commerce,
- g) Director of China Hong Kong Pharmaceutical Product Registration Center, and
- h) President of Modern External Counter Pulsation Research Centre.

Mr. Lam has been senior executives in many multi-national companies over the past two decades, including:

- a) District Manager of American International Insurance Company
- b) Chairman of Royal Properties Ltd ,
- c) General Manager of Mass Mutual Asia Insurance Company and
- d) Senior sales director of ACE Life Insurance Co in Hong Kong and Macau

Mr. Lam obtained his MBA from the Asia International Open University (Macau) and holds a Diploma in Chinese Law from the University of East Asia.

E. RESOLUTION 5 & 6 – Allotment of shares to Harvard Business Management & Consultancy Ltd.

- Allotment of shares to Supreme Australasian Investment Ltd.

Allotment of shares

1. Requirement for Shareholders' approval

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 months period where the total number of securities to be issued exceeds 15% of the number of fully paid ordinary securities on issue 12 months before the date of issue, except with the prior approval of members of the company in a general meeting of the terms and conditions of the proposed issue or where the issue is pro rata to all shareholders in accordance with their existing shareholdings. Listing Rule 7.2 exceptions do not apply.

2. Allotment of Shares under Resolution 5

For the purposes of Listing Rule 7.1, the following information is provided in relation to Resolution 5 to allow shareholders to assess the proposed allotment of fully paid ordinary share in the capital of the Company contemplated by Resolution 5.

- (a) The maximum number of new shares, 20,000,000 fully paid ordinary shares, in the capital of the Company to be allotted and is deemed to be issued at par value of A\$0.02 per share together with 180,000,000 share options at an exercise price of A\$0.02 per share exercisable after 1st July, 2015 and any time before expiry date of 30th December, 2018. The proposed

issued price is at a price much higher than the market closing price at 28th November, 2014 of A\$0.002 per share and the options are attached to the issue of the ordinary shares to be allotted. The options to be issued will not be quoted.

- (b) The subject shares and attached options (for a nominal option fee of A\$10) of Resolution 5 will be issued and allotted no later than 90 days after the date of this Annual General Meeting.
- (c) The allottee in respect of Resolution 5 is Harvard Business Management & Consultancy Ltd "HBMC", who is a shareholder of the Company.
- (d) The 20,000,000 fully paid ordinary shares to be issued will rank pari passu, on allotment and issue, with the existing ordinary shares of the Company.
- (e) No fund will be raised for the issue of the shares and options and they will be used to fully satisfy an outstanding, interest bearing (8% per annum) and unsecured loan by HBMC. If the options are exercised for shares, the Company intends to use the funds raised primarily for working capital of the Company.
- (f) The Company will disregard any votes cast on Resolution 5 by Harvard Business Management & Consultancy Ltd and their associates and related parties. However, the Company need not disregard a vote if:
 - *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
 - *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 to vote as the proxy decides.*

Terms of Share Options :-

- (a) The attached 180,000,000 options issued to Harvard Business Management & Consultancy Ltd "HBMC" is issued attached to the 20,000,000 ordinary shares to be allotted and will not be quoted. Once HBMC exercised its options for new shares, the shares will rank pari passu with shares currently on issue. The Company intends to use the share proceed from the exercise of options as working capital of the Company.
- (b) The 180,000,000 options are issued at A\$10.00 and are exercisable at A\$0.02 per share.
- (c) The options vest absolutely in HBMC immediately on issue on payment of option fee and execution of option deed. The options granted are exercisable at any time between 1st July, 2015 and the expiry date of 30th December, 2018.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30th December, 2018. A failure to exercise the option by the holder will result in the expiration of the options.

3. Allotment of Shares under Resolution 6

For the purposes of Listing Rule 7.1, the following information is provided in relation to Resolution 6 to allow shareholders to assess the proposed allotment of fully paid ordinary share in the capital of the Company contemplated by Resolution 6.

- (a) The maximum number of new shares, 13,500,000 fully paid ordinary shares, in the capital of the Company to be allotted and is deemed to be issued at par value of A\$0.02 per share together with 121,000,000 share options at an exercise price of A\$0.02 per share exercisable after 1st July, 2015 and any time before expiry date of 30th December, 2018. The proposed issued price is at a price much higher than the market closing price at 28th November, 2014 of A\$0.002 per share and the options are attached to the issue of the ordinary shares to be allotted. The options to be issued will not be quoted.
- (b) The subject shares and attached options (for a nominal option fee of A\$10.00) of Resolution 6 will be issued and allotted no later than 90 days after the date of this Annual General Meeting.
- (c) The allottee in respect of Resolution 6 is Supreme Australasian Investment Ltd "SAI", who is a shareholder of the Company.
- (d) The 13,500,000 fully paid ordinary shares to be issued will rank pari passu, on allotment and issue, with the existing ordinary shares of the Company.
- (e) No fund will be raised for the issue of the shares and options and they will be used to fully satisfy an outstanding, interest bearing (8% per annum) and unsecured loan by SAI. If the options are exercised for shares, the Company intends to use the funds raised primarily for working capital of the Company.
- (f) The Company will disregard any votes cast on Resolution 6 by Supreme Australasian Investment Ltd. and their associates and related parties. However, the Company need not disregard a vote if:
 - *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
 - *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 to vote as the proxy decides.*

Terms of Share Options :-

- (a) The attached 121,000,000 options issued to Supreme Australasian Investment Ltd. "SAI" is issued attached to the 13,500,000 ordinary shares to be allotted and will not be quoted. Once SAI exercised its options for new shares, the shares will rank pari passu with shares currently on issue. The Company intends to use the share proceed from the exercise of options as working capital of the Company.
- (b) The 121,000,000 options are issued at A\$10.00 and are exercisable at A\$0.02 per share.
- (c) The options vest absolutely in SAI immediately on issue on payment of option fee and execution of option deed. The options granted are exercisable at any time between 1st July, 2015 and the expiry date of 30th December, 2018.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30th December, 2018. A failure to exercise the option by the holder will result in the expiration of the options.

F. Effect of Resolutions 5 & 6

(1) The issued capital of the Company is 3,605,239,953 ordinary shares currently. The 33,500,000 new shares to be issued pursuant to these resolutions 5 & 6 will mean that if the new shares are allotted, then the existing shareholders will have a majority interest of 99% in the Company, the 33,500,000 new shares issued represent a 1% dilution of their present interest in the Company.

(2) When all the options are exercised, new shares will be issued which will represent a dilution of 8.4% of their present interest in the Company.

G. RESOLUTION 7, 8, 9, 10 & 11 Issue Options:- Mr. Meen Foh Chai

-Mr. Henry Xiao Bin Qin

-Mr. Stonely W. T. Sek

-Mr. Mason Lam Mui Sang

-Mr. Cheang Hong Sang

1. RESOLUTION 7 – Share options to Mr. Meen Foh Chai

In recognition of the support and commitment of Mr. Meen Foh Chai as Director of the Company, the Board recommends that as part of his incentive package, the shareholders approve to grant 10,000,000 share options to Mr. Meen Foh Chai. In accordance with listing rules 10.13.3, the Company will issue the option no later than 1 month after the date of the meeting.

Term of Share Options:-

- (a) The above 10,000,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intends to use the shares proceed from the exercise of options as working capital of the Company.
- (b) In consideration of a nominal option fee of A\$10.00 paid by Mr. Meen Foh Chai, Mr. Chai will be issued with 10,000,000 options which will not be quoted and Mr. Chai is entitled to subscribe for 10,000,000 fully paid ordinary shares in the Company at an exercise price A\$0.02 per share.
- (c) The options vest absolutely in Mr. Chai on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1st July, 2015 and the expiry date of 30th December, 2018.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30th December, 2018. A failure to exercise the option by the holder will result in the expiration of the options.
- (e) The Company will disregard any votes cast on Resolution 7 by Mr. Meen Foh Chai and his associates and related parties. However the Company need not disregard votes if it is cast by person as proxy for a person who is entitled to vote in accordance with the direction on the proxy form or 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 to vote as the proxy decides.
- (f) Pursuant to exception 14 of listing rule 7.2, if approval is given under listing rule 10.11, approval is not required under listing rule 7.1.

2. RESOLUTION 8 – Share options to Mr. Henry Xiao Bin Qin

In recognition of the support and commitment of Mr. Henry Xiao Bin Qin as Director of the Company, the Board recommends that as part of his incentive package, the shareholders approve to grant 10,000,000 share options to Mr. Henry Xiao Bin Qin. In accordance with listing rules 10.13.3, the Company will issue the option no later than 1 month after the date of the meeting.

Term of Share Options:-

- (a) The above 10,000,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intend to use the shares proceed from the exercise of options as working capital of the Company.
- (b) In consideration of a nominal option fee of A\$10 paid by Mr. Henry Xiao Bin Qin, Mr. Qin is entitled to subscribe for 10,000,000 options which will not be quoted and Mr. Qin is entitled to subscribe for 10,000,000 fully paid ordinary shares in the Company at an exercise price A\$0.02 per share.
- (c) The options vest absolutely in Mr. Qin on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1st July, 2015 and the expiry date 30th December, 2018.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30th December, 2018. A failure to exercise the option by the holder will result in the expiration of the options
- (e) The Company will disregard any votes cast on Resolution 8, by Mr. Henry Xiao Bin Qin and his associates and related parties. However the Company need not disregard a vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting in proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.
- (f) Pursuant to exception 14 of listing rule 7.2, if approval is given under listing rule 10.11, approval is not required under listing rule 7.1.

3. RESOLUTION 9 – Share options to Mr. Stonely W. T. Sek

In recognition of the support and commitment of Mr. Stonely W. T. Sek for his service since 1995 as Company Secretary of the Company, the Board recommends that as part of his incentive package, the shareholders approve to grant 10,000,000 share options to Mr. Stonely W. T. Sek. In accordance with listing rules 7.1, the Company will issue the option no later than 1 month after the date of the meeting.

Term of Share Options:-

- (a) The above 10,000,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intend to use the shares proceed from the exercise of options as working capital of the Company.

- (b) In consideration of a nominal option fee of A\$10 paid by Mr. Stonely W. T. Sek. Mr. Sek is entitled to subscribe for 10,000,000 options which will not be quoted and Mr. Sek is entitled to subscribe for 10,000,000 fully paid ordinary shares in the Company at an exercise price A\$0.02 per share.
- (c) The options vest absolutely in Mr. Sek on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1st July, 2015 and the expiry date of 30th December, 2018.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30th December, 2018. A failure to exercise the option by the holder will result in the expiration of the options.
- (e) The Company will disregard any votes cast on Resolution 9 by Mr. Stonely W. T. Sek and his associates and related parties. However the Company need not disregard vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or 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 to vote as the proxy decides.

4. RESOLUTION 10 – Share options to Mr. Mason Lam Mui Sang

In recognition of the support and commitment of Mr. Mason Lam Mui Sang as Director of the Company, the Board recommends that as part of his incentive package, the shareholders approve to grant 3,000,000 share options to Mr. Mason Lam Mui Sang. In accordance with listing rules 10.13.3, the Company will issue the options no later than 1 month after the date of the meeting.

Term of Share Options:-

- (a) The above 3,000,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intend to use the shares proceed from the exercise of options as working capital of the Company.
- (b) In consideration of a nominal option fee of A\$10 paid by Mr. Mason Lam Mui Sang, Mr. Lam is entitled to subscribe for 3,000,000 options which will not be quoted and Mr. Lam is entitled to subscribe for 3,000,000 fully paid ordinary shares in the Company at an exercise price A\$0.02 per share.
- (c) The options vest absolutely in Mr. Lam on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1st July, 2015 and the expiry date 30th December, 2018.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30th December, 2018. A failure to exercise the option by the holder will result in the expiration of the options
- (e) The Company will disregard any votes cast on Resolution 10, by Mr. Mason Lam Mui Sang and his associates and related parties. However the Company need not disregard a vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting in proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.
- (f) Pursuant to exception 14 of listing rule 7.2, if approval is given under listing rule 10.11, approval is not required under listing rule 7.1.

5. RESOLUTION 11 – Share options to Mr. Cheang Hong Sang

In recognition of the support and commitment of Mr. Cheang Hong Sang as Operation Chief of China of the Company, the Board recommends that as part of his incentive package, the shareholders approve to grant 3,000,000 share options to Mr. Cheang Hong Sang. In accordance with listing rules 7.1, the Company will issue the option no later than 1 month after the date of the meeting.

Term of Share Options:-

- (a) The above 3,000,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intend to use the shares proceed from the exercise of options as working capital of the Company.
- (b) In consideration of a nominal option fee of A\$10 paid by Mr. Cheang Hong Sang is entitled to subscribe for 3,000,000 options which will not be quoted and Mr. Cheang is entitled to subscribe for 3,000,000 fully paid ordinary shares in the Company at an exercise price A\$0.02 per share.
- (c) The options vest absolutely in Mr. Cheang on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1st July, 2015 and the expiry date 30th December, 2018.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30th December, 2018. A failure to exercise the option by the holder will result in the expiration of the options.
- (e) The Company will disregard any votes cast on Resolution 11, by Mr. Cheang Hong Sang and his associates and related parties. However the Company need not disregard a vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting in proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

H. MATTER FOR ATTENTION:

1. Required Majority

All the Resolutions 1 to 11 are ordinary resolutions and will be passed if at least 50% of the votes cast by members entitled to vote attending in person or in proxy at the Annual General Meeting of the Company convened by this Notice of Meeting are in favour.

2. Proxies

Shareholders unable to attend the AGM are urged to complete the attached Proxy Form and Return it as soon as possible and, in any event, not later than 11:00am Beijing Time and 2:00pm Australian Eastern Standard Time on 29th December, 2014 or the next business day if that date falls on a public holiday or Sunday, in accordance with the instruction set out in the Proxy Form.



AUSTRALIA CHINA HOLDINGS LIMITED

ARBN 067 993 506

The Company Secretary
Level 2, 32 Martin Place
Sydney, NSW 2000,
Australia

PROXY FORM

I/We (full name) _____

of (address) _____

being the registered holder of _____ fully

paid ordinary shares of Australia China Holdings Limited hereby appoint _____

_____ of (address) _____

_____ in respect of all the above
fully paid ordinary shares or, failing him/her the Chairperson of the Meeting as my/our Proxy to attend and
vote on my/our behalf at the Annual General Meeting of the Company to be held at the Conference Room
811, 8/F Taifung Bank Building, No. 296, Av.de Almeida Ribeiro, Edif. Macau on 31st December 2014 at
11:00 am Beijing Time (2:00 pm Australian Eastern Summer Time) and at any adjournment hereof.

If you do not wish to direct your proxy how to vote with respect to
any or all of the resolutions, please place a mark in this box.

☐

By marking this box, you acknowledge that, in relation to the resolutions in which no voting direction has
been given below, your proxy may vote as he/she thinks fit or abstain from voting and, if your proxy is the
Chairperson of the meeting, the Chairperson may exercise your proxy even if he has an interest in the
outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because
of that interest. Please note that the Chairperson intends to vote FOR the resolutions in relation to
undirected proxies

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish
to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.
By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he
has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those
resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this
box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution
and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Voting directions to your proxy

Please mark ☒ to indicate your intentions

Ordinary Business			
Ordinary Resolutions	For	Against	Abstain ^(NB)
1. Adoption of audited financial statements			
2. Re-appointment of Messrs Kee & Co as Auditor			
3. Election of Mr. Mason Lam Mui Sang as Deputy Chairman			
4. Re-election of Mr. Henry Xiao Bin Qin as Managing Director			
Special Business			
5. Allot Shares to Harvard Business Management & Consultancy Limited			
6. Allot Shares to Supreme Australasian Investments Limited			
7. Issue share options – Mr. Meen Foh Chai			
8. Issue share options – Mr. Henry Xiao Bin Qin			
9. Issue share options – Mr. Stonely W.T. Sek			
10. Issue share options – Mr. Mason Lam Mui Sang			
11. Issue share options – Mr. Cheang Hong Sang			

NB (1) Note: if you mark the abstain box for any particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointment of second proxy (see instructions)

If you wish to appoint a second proxy, state the percentage of your voting rights applicable to the proxy appointed by this form.

PLEASE SIGN HERE This section must be signed in accordance with the instructions attached to enable your directions to be implemented. If the member is an individual or joint holder:

Signed:

Signed:

Dated:

If the member is a Company:

Executed by the Company in accordance with section 127 of the Corporations Act or otherwise in accordance with its constitution:

Director:

Director/Secretary*:

Dated:

*Deleted as appropriate