

# Notice of 2015 Annual General Meeting

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**NOTICE** is hereby given that the 2015 annual general meeting (“AGM”) of 99 Wuxian Limited, ARBN 164 764 729, Hong Kong Company Number 1903220 (“the Company”) will be held **at 10:30am (Sydney time) 08:30am (Hong Kong time), on Wednesday, 10 June 2015, at Radisson Blu Hotel Sydney, 27 O’Connell Street, Sydney NSW 2000**

If you are unable to attend the meeting, we encourage you to complete and return the enclosed CDI Voting Instruction Form. The completed CDI Voting Instruction Form needs to be received at the address shown on the Form before the time fixed for the AGM or an adjournment thereof, being **no later than 10:30am (Sydney time) 08:30am (Hong Kong time) on Friday, 5 June 2015.**

## Business

### 1. 2014 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 2014 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:**

*“That for the purpose of Article 71(e) of the Articles of Association, the Directors, with the advice from the remuneration committee, be authorised to fix the remuneration of the Directors for the year ending 31 December 2015.”*

### 3. Election of Director – Mr Ross Benson

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

*“That Mr Ross Benson (Non-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 elected as a Director of the Company.”*

### 4. Election of Director – Mr Simon Green

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

*“That Mr Simon Green (Non-Executive Director) retires as a Director in accordance with Article 105 and 109 of the Company’s Articles of Association and the ASX Listing Rules, and, being eligible, is elected as a Director of the Company.”*

## 5. Re-appointment of Auditors

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

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

## 6. 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 shall be given to Directors to issue further unissued shares in the capital of the Company at any time to any such persons, and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit be approved, and that such authority shall continue to be in force until the conclusion of the next General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."*

## 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 CHESS Depository Interest ("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, 5 June 2015. Accordingly transfers registered after that time will be disregarded in determining members entitled to attend and vote at the AGM.

### (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 10:30am (Sydney time) 08:30am (Hong Kong time) on 08 June 2015.**

### (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, 5 June 2015.**

By order of the Board

## Explanatory Statement

This explanatory statement accompanies the 2015 Annual General Meeting of 99 Wuxian Limited ARBN 164 764 729 ("the Company") to be held at 10:30am (Sydney time) 08:30am (Hong Kong time), on Wednesday, 10 June, 2015 at Radisson Blu Hotel Sydney, 27 O'Connell Street, Sydney NSW 2000

### Item 1: 2014 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 then ended on 31 December 2014 (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](http://www.99wuxian.com) or by requesting a copy from the Joint Company Secretary at +61 2 9247 9555 (Australia).

### 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 authorising the Directors with the advice from the remuneration committee to fix the remuneration of the Directors for the year ending 31 December 2015.

### Items 3 to 4: Election of Directors

Pursuant to both the ASX Listing Rules and the Articles of Association, every Director, 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. Mr Ross Benson and Mr Simon Green with the agreement of all the Directors offered themselves for retirement and re-election at the 2015 AGM.

### The resumes of the Directors for re-election are as follows:

Name and Role	Experience and Special Responsibilities
Mr Ross Benson Chairman, Non-Executive Director	Mr Benson has over 28 years' experience in the Australian financial services industry, with extensive experience in securities, deal structuring and business strategy. Mr Benson has led negotiations for divestment and acquisition strategies for medium to large enterprise in Australian and China and has a depth of experience in prospectus and offer documentation preparation. Subsequent to the formation of the Investorlink Group in 1986, he established associated business units in wealth management, private equity, property syndication, property syndication and structured financial products. Mr Benson is Executive Chairman of Investorlink Group Limited.
Member of Audit and Risk Management Committee	
Member of Remuneration and Nomination Committee	

Name and Role	Experience and Special Responsibilities
Mr Simon Green Non-Executive Director  Chairman of Remuneration and Nomination Committee	Mr Green is Chief Operating Officer of Interactive, the largest privately held IT company in Australia. He was most recently Senior Vice President and General Manager for Asia Pacific at NetApp. He was responsible for leading the business through setting strategy, managing the P&L, growing sales, including driving channel strategy, managing strategic partnerships, and developing the company's emerging products business. A significant double digit growth business with over 1000 employees across 14 countries.

#### Item 6: 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 6 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:

1. 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;
2. 10.11 which restricts the Company from issuing new securities in the Company to a related party without shareholder approval; and
3. 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.