



MAZU ALLIANCE LIMITED



## PROSPECTUS

FOR THE ISSUE OF 2,000,000 ORDINARY SHARES AT \$2.25 EACH TO RAISE \$4,500,000

(Subject to a minimum issue of 1,800,000 ordinary shares at \$2.25 each to raise \$4,050,000, and over-subscriptions of up to an additional 2,000,000 ordinary shares at \$2.25 each to raise up to an additional \$4,500,000)



# Important Information

## Prospectus for a Proposed Issue of Shares in

### MAZU ALLIANCE LIMITED

ACN 077 226 183

#### Important Notes

This Prospectus is dated 25 August 2015 and a copy has been lodged with ASIC and ASX on that date. Neither ASIC, ASX or any of their officers take any responsibility for the contents of this Prospectus.

Before deciding to invest, potential investors should read the whole of this Prospectus. In particular, investors should consider the risks of investment in this company, including the risks of offshore investing and the other risk factors identified in this Prospectus. Investors should consider this matter in the light of their personal circumstances including financial and taxation issues. They should seek professional advice from a stockbroker, accountant, lawyer or other professional adviser.

Certain terms and expressions are given defined meanings set out in the Glossary to this Prospectus.

All drawings in this Prospectus are artistic impressions only, are conceptual in nature, and the actual project when constructed may vary from these images. Photographs and diagrams in this Prospectus that do not have accompanying descriptions are for illustration only and should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the assets shown are owned by the Company. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

#### Company Name

At a General Meeting of members of the Company held on 7 June 2011, the members resolved to change the name of the Company from Green X Global Limited to Mazu Alliance Limited. This change of name has been registered with ASIC. References in any reports and annexures contained within this Prospectus to Green X Global Limited are references to the Company.

#### Recompliance with Listing Rules

ASX requires that the Company comply with Chapters 1 and 2 of the Listing Rules as a condition of having its securities reinstated to quotation on ASX. A summary of the key requirements applicable to the Company are as follows:

- (i) The Company must have a structure and operations suitable for a listed company;
- (ii) The Company must have a constitution that complies with the Listing Rules;
- (iii) The Company must issue a Prospectus that complies with the ASX requirements and the Corporations Act;
- (iv) The Company must apply for and be granted quotation of all Shares (other than restricted securities);
- (v) The Company must have at least 400 holders of Shares with a minimum holding value of \$2,000;
- (vi) The Company must have net tangible assets of at least \$3 million or a market capitalisation of at least \$10 million;
- (vii) The Company must comply with the requirements for restricted securities issued to vendors and related parties;
- (viii) The Company must have a compliant share trading policy;
- (ix) The Company must satisfy ASX that its directors are of good fame and character;
- (x) The Company must pay the prescribed fees to ASX; and
- (xi) Securities must have a minimum issue price of \$0.20 and the exercise price of options must be at least \$0.20.

#### Using this Prospectus

No person is authorised to give any information or make any representation about the Offer that is not contained in this Prospectus. Any information not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

#### Foreign Investors

This Prospectus does not constitute an offer in any place in which, or to whom, it would not be lawful to make the Offer. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may be a breach of applicable securities laws.

#### Speculative Investment

Investment in the Company is a speculative investment. The Company was not trading prior to the effectuation of the DOCA. There is no certainty that any dividend will be declared by the Company, or that the Shares of the Company will increase in value. The Shares are currently suspended from trading on ASX. While application will be made to have the Shares re-quoted, the Company offers no guarantee that this will occur if that suspension is not removed, or that there will be a market for the disposal of Shares.

#### Electronic Prospectus

This Prospectus will be issued in paper form and as an Electronic Prospectus, which may be viewed online at [www.mazu.com.au](http://www.mazu.com.au). The Offer of Shares pursuant to this Prospectus is available to persons receiving an electronic version of this Prospectus in Australia. The Corporations Act prohibits any person from passing onto another person the Application unless it is attached to or accompanied by the complete and unaltered version of this Prospectus. During the Offer period, any person may obtain a paper copy of this Prospectus by contacting the Company. By submitting an Application, the applicant declares that they have received or had access to this Prospectus.

#### Expiry Date

No securities will be offered on the basis of this Prospectus later than 13 months from the date of the Prospectus.



# Important Dates & Key Offer Statistics



## Important Dates (Indicative Timetable)

Prospectus dated 25 August 2015 lodged with ASIC	25 August 2015
Opening Date	25 August 2015
Application for quotation of securities on ASX	1 September 2015
Closing Date	2 October 2015
Allotment of Shares	As soon as possible after close of Offer
Dispatch of shareholding statements	Not later than 7 days after allotment of Shares
Requotation Date	Within 14 days of despatch of shareholding statements



## Key Offer Statistics

### Price of Issue

Shares offered under this Prospectus are offered at a price of **\$2.25**.

### Shares Offered

The number of Shares on offer is as follows:

Number of shares on offer	Number of Shares	Cash Raised
With <b>Minimum Subscription</b>	1,800,000	\$4,050,000
With <b>Full Subscription</b>	2,000,000	\$4,500,000
With <b>Maximum Over-Subscription</b>	4,000,000	\$9,000,000





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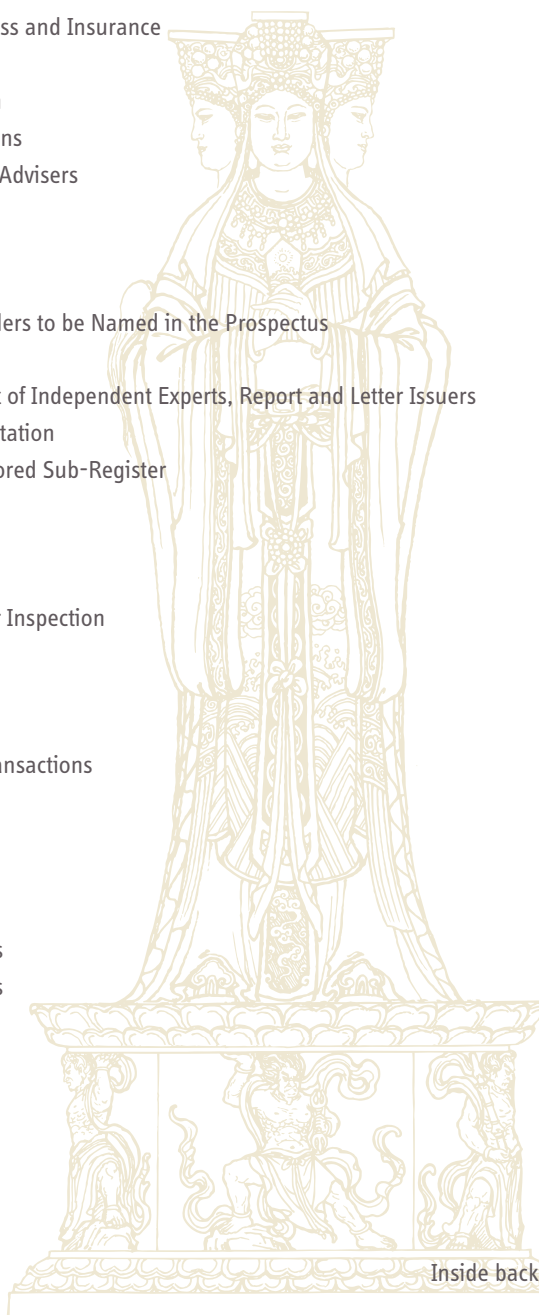


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# Chairman's Letter



## MAZU ALLIANCE LIMITED

25 August 2015

Dear Investors

On behalf of the Directors, I invite you to subscribe for Shares in Mazu Alliance Limited.

Shares are being offered through this Prospectus to raise capital for the first stages of the further development of a temple complex dedicated to the worship of the goddess Mazu that has lasted for 1,000 years. That temple is located in the Wushi District of Zhangpu County in Fujian in the People's Republic of China, and is one of the world's major sites for the worship of Mazu. Mazu is a Chinese goddess of the sea. She has a worldwide following numbered in the hundreds of millions. Many of those worshippers are located in Southern China, with a substantial following in Taiwan and among the worldwide Chinese diaspora. The temple site already receives approximately 500,000 pilgrims every year, and it is expected that further development will expand this considerably. The Company is cooperating with the Chinese government with the mutual objective that the temple will become the leading site for the worship of Mazu.

Relations between Mainland China and Taiwan have improved considerably over the past few years. I, and other representatives of the Company, have spent considerable effort cultivating relationships with Mazu congregations in Taiwan. Because of this work, I expect that Taiwan will be a source of large numbers of visitors to the temple site. For example, recently, the mayor of Changhua City in Taiwan escorted a delegation of 600 visitors from his city to our temple for religious pilgrimage, and expects many more to follow.

To date, over 280 agreements have been signed with Mazu congregations in Taiwan for them to cooperate with the Company via both the subscription for Shares in the Company, and the entry into long term leases of 70 years duration for private temples being developed at our temple complex.

Support for religious tourism is one objective set out in the current Five Year Plan of the Chinese national government. The Zhangpu County local government is supporting the project, and has signed a formal agreement to provide co-operation and support for the development.

The proposal for the development is set out in detail in the attached Prospectus. You should read the Prospectus carefully before you decide to invest, and seek professional advice if required.

I look forward to welcoming you as a shareholder in Mazu Alliance Limited.

Yours sincerely

Bingkun Huang  
Chairman



# Mazu Community Leader's Letter

Mr Wang is currently the President of Taiwan Temple Jinlan Association, the largest civil temple organisation in Taiwan comprised of 65 well known Taiwanese temples, with significant influence over Mazu religious culture in Taiwan, mainland China and other parts of south-east Asia. Mr Wang is also Chairman of Taiwan Orthodox Luermen Goddess Temple in Tainan, Taiwan.



25 August 2015

Welcome!

I am privileged to have been given the opportunity to address all supporters, investors and congregants alike in relation to some of the key pillars of Mazu belief, and the importance of Wushi Mazu City to the preservation and promulgation of Mazu belief in modern Chinese society.

At the core of Mazu belief and custom are the three pillars of virtue, benevolence and love. Believers celebrate their religious lives through sacrificial ceremonies, folk stories, dance and music.

The legend of Mazu emanates from the deeds of a young, intelligent girl named Lin Moniang, who utilised her knowledge of Chinese medicine, astronomy and meteorology to help people cure and prevent disease, and to help fisherman predict weather and avoid peril at sea. From the way she lived her short life, we learn qualities and virtues such as reading, learning and teaching others, as well as caring for, loving and saving others.

As Mazu belief has spread to more than 20 countries and regions, it has garnered over 200 million followers, but more significantly perhaps, Mazu has become a symbol of cultural identity for all Chinese people worldwide.

The establishment of Wushi Mazu City in Fujian, the heartland of Mazu devotion, is a momentous step in the engagement of Mazu worship with modern China. Firstly, the site is already a significant location for Mazu worship, with some half million pilgrims per annum visiting there. Secondly, the development is aligned with support from the Chinese local, provincial and national governments, so is therefore synchronised with the objectives of the modern state in promoting each of:

- the corporate objectives of the development in being self funded, self supporting and able to develop and expand from profits;
- the cultural objectives of developing Mazu culture both in accordance with the needs of the Chinese community and Mazu followers; and
- the political objectives of developing and strengthening cross-strait relations with Taiwan, a nation with some 5,000 Mazu temples alone.

Wushi Mazu City is designed to perpetuate the legend of Mazu. She became a goddess upon her mountain-top death at the age of 28, following which, a coloured cloud rose from the mountain and wonderful music was heard in the sky, and she was carried into heaven in a golden pillar of light.

The design of a 28 metre high golden finished bronze statue upon the mountain top overlooking Wushi Mazu City, illuminated to the sky, signifies her transition into deity, and can provide a focus of worship and a shrine for good fortune, as well as a significant tourist attraction for people outside the faith.

I laud the efforts of the Board of Directors of Mazu Alliance Limited in promoting religious based tourism, in enhancing opportunities for the worship of Mazu, and developing the physical, commercial and religious infrastructure to capably facilitate the cooperation of both followers and investors in the achievement of two separate but companionable and complementary outcomes.

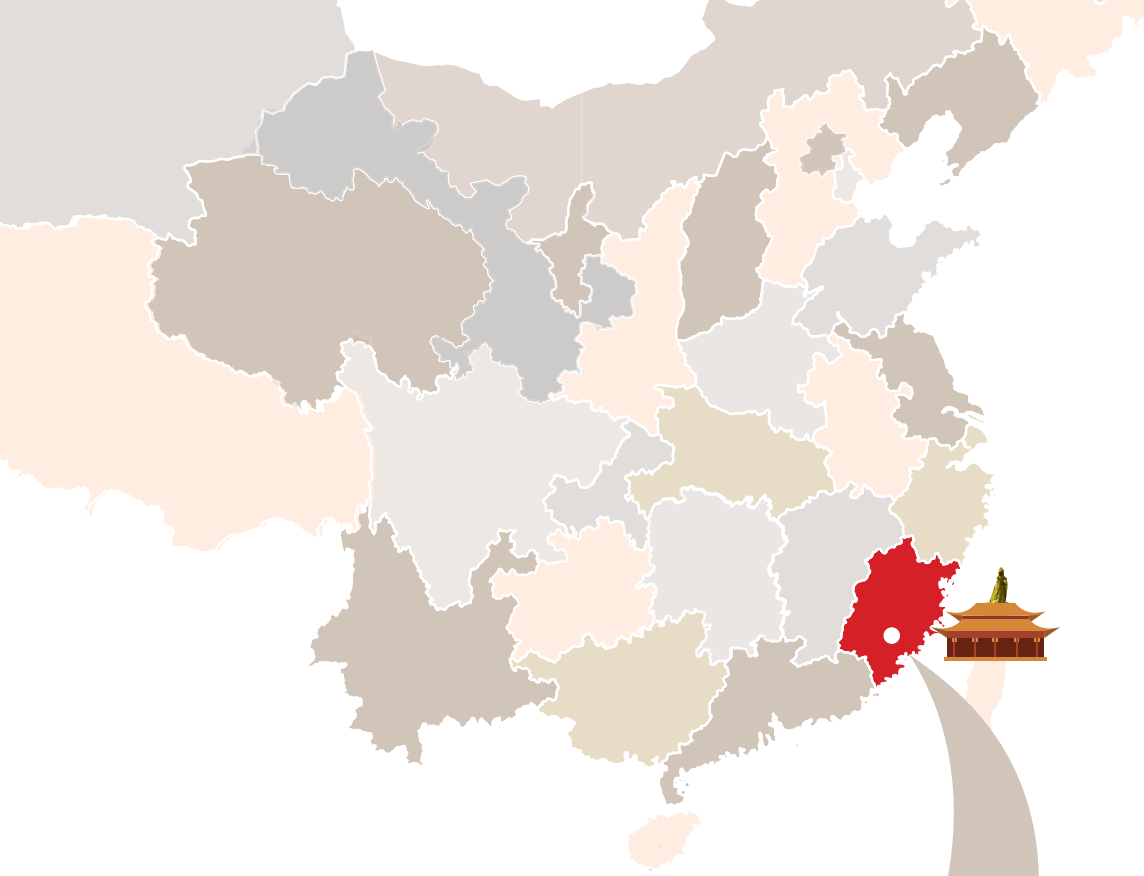
I heartily commend this project to you.

Yours faithfully

**TSENG-JUNG WANG**  
President, Taiwan Temple Jinlan Association











SECTION 1

# Investment Overview



*Artist's impression of the future Mazu City Project*





## SECTION 1

# Investment Overview

## 1.1 The Opportunity

### What is the opportunity about?

Mazu is a goddess of the sea with over 200 million followers today from both the Buddhist and Taoist religions. The worship of Mazu occurs in over 10,000 temples across the world. Mazu Alliance Limited owns the rights to legally occupy and develop a key site in Fujian Province, China, for the worship of Mazu. That site includes a temple that currently attracts approximately 500,000 pilgrims each year, and contains the oldest known golden statue of Mazu in the world.

In cooperation with the Chinese provincial and local governments and a large number of Mazu congregations from Taiwan, an extensive expansion of the site is being undertaken to establish it as the most significant location for the worship of Mazu in the world. The precinct is to be known as Mazu City. In addition to the existing temple and facilities, it is proposed to be expanded to include 3,600 private temples, a 28 metre high mountain top golden statue of Mazu, a commercial zone and a retail street, accommodation and a retirement village, that create extensive opportunities for the generation of revenue and profit, as summarised in *SECTION 1.4* (Page 16), and set out in detail in *SECTION 6* of the Prospectus.

### What are the industry dynamics?

Religious tourism is driven by people's devotion to their favoured saint or deity. Pilgrimage is a phenomenon common to many of the world's religious beliefs, and is well entrenched amongst worshippers of Mazu. Religious tourism is comprised of both devotees of the faith, as well as general tourists that travel for vacation and recreational reasons.

In addition to tourists generally, pilgrims spend money on accommodation, admission fees, guided tours, food and beverage, devotional and worship items, gifts, souvenirs and artefacts, transportation and luxury goods.

### Does the business have an existing and established customer base?

The existing temple attracts approximately 500,000 visitors per annum. This number is targeted to increase to over 1.9 million per annum following completion of the expansion of the Temple Complex.

### Does the business have competitive advantages?

The current Temple at Mazu City is already one of the premier sites for the worship of Mazu.

The Mazu City precinct is one of the three major sites in the area for the worship of Mazu. The other sites are located at Meizhou and at Quanzhou. Mazu City has significant advantages for expansion of visitation to the site. The Meizhou temple is located on an island, with obvious disadvantages for access. The site itself is of limited size with no room for expansion. The Quanzhou temple is located in an urban area, with no easy option for expansion.

As far as the Company is aware, there are no plans for the operators of either of these temples to expand their operations in the way proposed for Mazu City. This gives the Company a significant advantage in the market that may well persist for a significant period of time.

### Further Information

Further information about the opportunity can be found in *SECTION 4* (Page 45), *SECTION 5* (Page 51) and *SECTION 6* (Page 69).

## 1.2 The Offer

### What is being offered?

The Offer is for a total issue of 2,000,000 ordinary Shares in the Company. If fully subscribed, it will raise \$4,500,000 for the Company. The minimum subscription is for 1,800,000 ordinary Shares to raise \$4,050,000. In addition, over-subscriptions of a further 2,000,000 shares will be accepted to raise an additional \$4,500,000 for the Company, making the total raised \$9,000,000.

Number of shares on offer	Number of Shares	Cash Raised
With Minimum Subscription	1,800,000	\$4,050,000
With Full Subscription	2,000,000	\$4,500,000
With Maximum Over-Subscription	4,000,000	\$9,000,000



**What will investors pay?**

Shares will be offered at a price of \$2.25 per Share.

The minimum subscription for new subscribers will be for 1,000 Shares. The minimum subscription amount for new subscribers for 1,000 Shares will be \$2,250.00.

Existing shareholders may top up their existing holdings to a level of at least 1,000 Shares by subscribing for a minimum of 500 Shares. The amount for a top up subscription of 500 Shares is \$1,125.00.

**What will investors receive?**

Investors will receive fully paid ordinary shares in the Company.

**What is the effect of the Offer on the capital structure?**

The number of Shares on issue in the Company will increase under this Offer. The capital structure will change as follows:

**Prior to Offer**

Class of Security	Existing	New Issue	Total
Fully Paid Ordinary Shares	235,886,961	Nil	235,886,961
A Class Options	Nil	Nil	Nil
B Class Options	40,000,000	Nil	40,000,000

**With Minimum Subscription**

Class of Security	Existing	New Issue	Total
Fully Paid Ordinary Shares	235,886,961	1,800,000	237,686,961
A Class Options	Nil	79,228,987 (2 months after MZU is re-quoted on ASX)	79,228,987 (approximately)
B Class Options	40,000,000	Nil	40,000,000

**With Full Subscription**

Class of Security	Existing	New Issue	Total
Fully Paid Ordinary Shares	235,886,961	2,000,000	237,886,961
A Class Options	Nil	79,295,654 (2 months after MZU is re-quoted on ASX)	79,295,654 (approximately)
B Class Options	40,000,000	Nil	40,000,000

**With Maximum Over-Subscription**

Class of Security	Existing	New Issue	Total
Fully Paid Ordinary Shares	235,886,961	4,000,000	239,886,961
A Class Options	Nil	79,962,321 (2 months after MZU is re-quoted on ASX)	79,962,321 (approximately)
B Class Options	40,000,000	Nil	40,000,000

**Shareholders with >20%**

The following shareholders will have shareholdings in excess of 20% at the conclusion of the Offer:

Shareholder	Existing Holding		Existing Holding after Minimum Subscription		Existing Holding after Full Subscription		Existing Holding after Maximum Over-Subscription	
	Shareholding	%	Shareholding	%	Shareholding	%	Shareholding	%
Bingkun Huang	60,000,000	25.44%	60,000,000	25.24%	60,000,000	25.22%	60,000,000	25.01%
Gabriel Ehrenfeld *	54,255,843	23.00%	54,255,843	22.83%	54,255,843	22.81%	54,255,843	22.62%
Xiamen Bay Fortune Investment and Management Co Ltd	53,491,577	22.68%	53,491,577	22.51%	53,491,577	22.49%	53,491,577	22.30%

Each of Bingkun Huang, Gabriel Ehrenfeld and Xiamen Bay Fortune Investment and Management Co Ltd hold above the threshold for the takeover provisions in the Corporations Act. Each of them has advised the Company that they will not be participating in the Offer.

\* The shareholding of Gabriel Ehrenfeld is comprised of a number of smaller holdings held personally or by entities in which he has an interest. The only such holding in excess of 5% is Sino Equity Investments Pty Ltd with a holding of 36,361,476 Shares (15.41%).

**Further Information:** Further information about the Offer can be found in *SECTION 2* (Page 33).



### Shareholders with >5%

The following shareholders will have shareholdings in excess of 5% at the conclusion of the Offer:

Shareholder	Existing		Minimum Subscription		Full Subscription		Maximum Over-Subscription	
	Shareholding	%	Shareholding	%	Shareholding	%	Shareholding	%
Bingkun Huang	60,000,000	25.44%	60,000,000	25.24%	60,000,000	25.22%	60,000,000	25.01%
Gabriel Ehrenfeld **	54,255,843	23.00%	54,255,843	22.83%	54,255,843	22.81%	54,255,843	22.62%
Xiamen Bay Fortune Investment and Management Co Ltd	53,491,577	22.68%	53,491,577	22.51%	53,491,577	22.49%	53,491,577	22.30%
Qingtai Huang	30,000,000	12.72%	30,000,000	12.62%	30,000,000	12.61%	30,000,000	12.51%
Shufen Huang	20,000,000	8.48%	20,000,000	8.41%	20,000,000	8.40%	20,000,000	8.34%

\*\* The shareholding of Gabriel Ehrenfeld includes the following holding which is >5% in its own right:

Sino Equity Investments Pty Ltd	36,361,476	15.41%	36,361,476	15.30%	36,361,476	15.29%	36,361,476	15.16%
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### Shareholders with B Class Options

The following B Class Option holders will have the following shareholding in the Company if they exercise all B Class Options held by them:

Shareholder	Existing		Minimum Subscription		Full Subscription		Maximum Over-Subscription	
	Shareholding	%	Shareholding	%	Shareholding	%	Shareholding	%
Bingkun Huang With exercise of all B Class Options	60,000,000	25.44%	60,000,000	25.05%	60,000,000	25.01%	60,000,000	24.60%
	89,700,000	35.51%	89,700,000	32.00%	89,700,000	32.05%	89,700,000	31.60%
Gabriel Ehrenfeld With exercise of all B Class Options	54,255,843	23.00%	54,255,843	22.83%	54,255,843	22.81%	54,255,843	22.62%
	64,555,843	23.40%	64,555,843	23.10%	64,555,843	23.06%	64,555,843	22.74%

## 1.3 Use of Funds

### How will funds raised by this Offer be used?

The funds raised will be used for:

Use of Funds	Subscription Level	Amount	Further Information
<b>Temple Complex</b> Initial stages of development of the Temple Complex (Construction Stage 1.2)	Minimum Subscription	\$500,000	[See SECTION 2.12] (Page 38) See SECTION 5.6 (Page 64)
	Full Subscription	\$650,000	
	Maximum Over-Subscription	\$1,500,000	
<b>Working Capital</b> Provision of working capital for the Company	Minimum Subscription	\$1,271,000	[See SECTION 2.12] (Page 38)
	Full Subscription	\$1,438,000	
	Maximum Over-Subscription	\$2,170,000	
<b>Listing Rules</b> Marketing costs to expand and re-establish the shareholder spread to be compliant with the Listing Rules	Minimum Subscription	\$250,000	[See SECTION 2.12] (Page 38)
	Full Subscription	\$250,000	
	Maximum Over-Subscription	\$250,000	
<b>Recapitalisation Costs</b> Payment of costs associated with the recapitalisation of the Company including the costs of the Offer	Minimum Subscription	\$1,055,000	[See SECTION 2.12] (Page 38)
	Full Subscription	\$1,088,000	
	Maximum Over-Subscription	\$1,586,000	

**Use of Funds** *(Continued)*

<b>Reduction of liabilities</b>	Minimum Subscription	\$724,000	[See SECTION 2.12] (Page 38)
Payment of liabilities including contingent liabilities to GXG Acquisition Trust	Full Subscription	\$724,000	
	Maximum Over-Subscription	\$2,794,000	
<b>Future Financing</b>	Minimum Subscription	\$250,000	[See SECTION 2.12] (Page 38)
Activities related to raising of funds for the second stage of construction and development of the Temple Complex	Full Subscription	\$350,000	
	Maximum Over-Subscription	\$700,000	

Legend	
Minimum Subscription	\$4,050,000
Full Subscription	\$4,500,000
Maximum Over-Subscription	\$9,000,000

**Initial Stages of Development of Temple Complex**

Initial stages of development of the Temple Complex (also referred to as construction Stage 1.2) includes the detailed design, specification, surveying work, regulatory approval, contract tender, contract legal work, contract project management oversight system development and other necessary pre-construction steps. For further information, see SECTION 5.6 (Page 64)

**Use of Working Capital**

The Company will utilise its working capital for an operational cash buffer; for business development of its China operations, international operations and corporate systems; for marketing; and if the Maximum Over-Subscriptions are raised, to accelerate the development of the next international location. See SECTION 2.12 (Page 38) for details of the working capital allocation.

**What are the expenses of the Offer?**

Set out below are the principal costs and expenses of the Offer, amounts payable under the Success Fee Agreement, and Broker Commissions:

Principal Costs and Expenses	Ex GST
ASIC fees	\$2,320
ASX fees	\$20,781
Independent and Expert Advisers	\$477,580
Prospectus design and printing	\$36,000
Promotional and general	\$50,000
Share registry costs	\$12,850
<b>TOTAL</b>	<b>\$599,531</b>

Success Fee	Ex GST
Based on the Minimum Subscription	\$202,500
Based on Full Subscription	\$225,000
Based on Maximum Over-Subscription	\$450,000

Broker Fees	Ex GST
<b>Broker Commission (5% of funds raised)</b>	
Based on Minimum Subscription	\$202,500
Based on Full Subscription	\$225,000
Based on Maximum Over-Subscription	\$450,000
<b>Broker Management Fee (1% of funds raised)</b>	
Based on Minimum Subscription	\$40,500
Based on Full Subscription	\$45,000
Based on Maximum Over-Subscription	\$90,000





**Will the Company need to raise further funds?**

The Company will need to raise further funds over the next year to complete the first stage of its building programme for Mazu City. It is estimated that the Company will require a further \$70 million, which it will seek to raise by a combination of debt and equity financing. The Company will also seek to raise a further \$170 million in 2016 and a further \$440 million in 2017 to complete the Mazu City project. [See SECTION 6.8 on Future Fund Raising (Page 79)]

**Working Capital Adequacy**

The board of Directors believes that the Company will have sufficient working capital to achieve its objectives on completion of the Offer.

**Further Information**

Detailed information about the use of funds raised can be found in SECTION 2.12 (Page 38), SECTION 5.6 (Page 64) and SECTION 6.6 (Page 75).

## 1.4 Business Model

**How will the Company generate income for investors?**

The Company anticipates that with proper business controls, that it may generate profits from the following revenue streams:

**Visitors to the Temple and Mazu City precinct**

- > Gate admissions
- > Donations
- > Merchandise sales
- > Incense sales
- > Product royalties
- > Guided tours and other tourism revenues

**Private temples and shrines**

- > Construction and leasing of 3,600 private temples
- > Annual management fees for private temples and shrines for 70 years
- > Annual subscription fees for private statues in public temples

**Inscriptions, memorials and dedications**

- > Major building endowments
- > Dedication fees for architectural features
- > Inscriptions on plaques
- > Endorsements on memorial walls
- > Sponsorships of ceremonies

**Real estate**

- > Sale of villas
- > Short stay accommodation for visitors
- > Retirement village
- > Rental of commercial real estate

**Financial Products**

- > Credit card branding revenue
- > Debit card branding revenue
- > ATMs

There is no guarantee of income, revenue or profits.

The Board of the Company has adopted a policy to provide guidance in relation to dividends. The guidance is subject to review and approval by the Board of the Company, which will consider the current circumstances from time to time. [See SECTION 13.5 on Dividends (Page 240)]





**How will the Company generate capital growth for investors?**

The Company will seek to obtain growth in the enterprise value from the following sources arising from the completion of Mazu City in progressive stages:

**Visitors to the Temple and Mazu City precinct**

- > Real Estate
- > Increasing capital value of the project

**Increasing accumulated proceeds of real estate sales**

- > Increasing rental returns
- > Increasing management fees
- > Visitors
- > Increasing religious pilgrimage
- > Increasing tourism activity

The Company anticipates that it may obtain growth in the enterprise value from the following activities:

**Financial Products**

- > Growth in the user base of Mazu branded credit and debit cards
- > Increased exposure to the community of Mazu believers (currently in excess of 200 million) to deploy other financial products and services

**Alliances**

- > Ongoing stream of Mazu communities from Taiwan investing in Mazu City
- > Alliances with key commercial partners including major banks, manufacturers, distributors and loyalty scheme operators

**Merchandising**

- > Growth in merchandising opportunities
- > Increased sales through growth in the number of visitors

**Growth in the business**

- > Organic growth through development of the business
- > Inorganic growth through strategic acquisitions

**What are the Key Dependencies and Robust Elements of the Business Model?**

The Company's business model is based on diversified income streams in two categories:

- > Income related to Mazu City precinct
- > Income related to Mazu branding and merchandising

Other than completing the construction and tenancing of the project in order to receive income streams associated with the expanded development, the Company has no key dependencies relating to Mazu City precinct revenues. The Company is entitled to legally occupy and develop the Temple Complex and the surrounding land of 290.7 hectares. Under Chinese law, the term for commercial land use is 40 years and the term for residential land use is 70 years. Its development is subject to the normal diversified development risks and necessary government approvals required at each stage of the project development.

The Company has no key dependencies relating to Mazu branding and merchandising, as in all cases, the Company owns all the trademarks and intellectual property rights, and has a diversified range of partners with whom it can deploy these products.

The absence of any key dependencies on particular events or external parties supports the robustness of the Company's business model.

Other robust elements of the Company's business model are:

- > Underlying premise is belief based, so is not subject to usual economic limitations
- > Recurring nature of the revenue streams
- > Extensive government support for the Company's activities
- > Clearly identifiable target audience in excess of 200 million people
- > Cooperation from a large number of established Mazu congregations in China and Taiwan

[See SECTION 6.9 on Key Dependencies and Robustness (Page 80)]



## 1.5 Financial Information

### What is the key information about the Company's financial position?

The Company's financial position is as follows:

- > The Company has total assets of about \$63 million including current assets of about \$1 million
- > The Company has net assets exceeding \$40 million

### What is the key information about the Company's financial performance?

The Company's financial performance is as follows:

- > During the last 3½ years, the Company has had total comprehensive income derived from both a net gain from acquisition and a net gain from asset revaluation of the following amounts:  
FY2012 \$22,156,417, FY2013 (\$4,546,512), FY2014 (\$4,442,008), HY2015 (\$894,484)
- > During the last 3½ years, the Company has made a total basic profit per share of the following amounts:  
FY2012 12.90 cents, FY2013 (1.93) cents, FY2014 (1.88) cents, HY 2015 (0.38) cents
- > During the last 3½ years, the Company has made a total basic profit per share on a fully diluted basis of the following amounts: FY2012 11.20 cents, FY2013 (1.65) cents, FY2014 (1.61) cents, HY2015 (0.37) cents
- > The Company is currently incurring operational losses during the development of Mazu City
- > The Company now controls revenues from the existing temples and facilities which are sufficient to meet the operational costs of the existing temples and facilities, but not yet sufficient to meet all the overheads of the Company

### What is the key information about the Company's financial prospects?

The financial prospects for the Company are very favourable, as:

- > The project has major support from investors, alliance partners, government and the Mazu community
- > The Company is implementing multiple additional revenue generating steps which, if successfully deployed, may generate revenues that are in excess of the combined operating costs of the Temple Complex and the overheads of the Company
- > The project deployment including stage 1 construction has already commenced
- > The Company has an opportunity to generate capital profits from real estate transactions
- > There is a large variety of existing and potential income streams including those as set out in *SECTION 1.4* above
- > The Company has an opportunity to generate trading profits following construction of Mazu City

### Further Information

Detailed information about the Company's financial information can be found in *SECTION 11* (Page 161).

## 1.6 Construction

### What is the Company's construction programme?

Mazu City is to be developed in three principal stages as follows:

Key features of each construction stage	
Stage 1	All pre-development steps; all early stage development steps; commence municipal roads and drainage; stage 1 of site preparation works; fencing of project; land acquisition and land expropriation matters; upgrade existing temples including main temple, east and west side temples and plaza; project management office; stage 1 parking area; and Song-style city gate.
Stage 2	Second stage of municipal roads and drainage; stage 2 of site preparation works; Ziwei Pavilion; God of Wealth Temple; Jupiter Temple; Wenchang Temple; Mountain Gate Temple and Plaza; Axis of Mazu Culture; stage 2 parking area; three-faced and three-bodied statue of Mazu, sky ladder, front plaza and peak visitor hall; Buddhist cultural hall; and commercial street in Song-style.
Stage 3	Third stage of municipal roads and drainage; stage 3 of site preparation works; stage 3 parking area; cultural park landscape project; Taoist cultural hall; Confucianism cultural hall; experience zone for Mazu belief; ecological farm construction project; tavern in Song-style; and comprehensive commercial and residential zones.

**Current status**

The project is in the following state of development.

Stage 1		Status
1.1	Pre-development	Completed
1.2	Early stage development	Commenced
1.3	Initial construction	Commenced
1.4	Balance of stage 1 development	Not Commenced
Stage 2		Not Commenced
Stage 3		Not Commenced

**What is the construction budget for Mazu City?**

Set out below is the construction budget for Mazu City:

CONSTRUCTION BUDGET (AUD)	Stage 1	Stage 2	Stage 3	Total
<b>Civil infrastructure</b>				
Municipal road projects and drainage	2,280,500	2,736,600	4,104,900	9,122,000
Site preparation	960,000	1,280,000	960,000	3,200,000
Fencing of project	416,000	-	-	416,000
Land acquisition costs	4,568,000	39,260,000	78,284,000	122,112,000
Management costs	1,200,000	4,800,000	6,000,000	12,000,000
<b>TOTAL COSTED CONSTRUCTION BUDGET</b>	<b>9,424,500</b>	<b>48,076,600</b>	<b>89,348,900</b>	<b>146,850,000</b>
<b>Public facilities and amenities</b>				
Mazu temple surrounds & Project management office	13,850,000	1,620,000	-	15,470,000
Axis of Mazu Culture	-	28,180,000	-	28,180,000
Song-style city gate and Parking	5,820,000	1,400,000	2,520,000	9,740,000
Landscaping of Mazu Cultural Park	-	6,600,000	91,080,000	97,680,000
<b>TOTAL COST OF PUBLIC FACILITIES AND AMENITIES</b>	<b>19,670,000</b>	<b>37,800,000</b>	<b>93,600,000</b>	<b>151,070,000</b>
<b>Mazu cultural center</b>				
Taoist Cultural Hall	-	-	44,000,000	44,000,000
Buddhist Cultural Hall	-	21,200,000	-	21,200,000
Confucianism Cultural Hall	-	-	25,600,000	25,600,000
Experience Zone for Mazu Belief	-	-	21,600,000	21,600,000
Ecological farm construction project	-	-	36,000,000	36,000,000
<b>TOTAL COST OF MAZU CULTURAL CENTER</b>	<b>-</b>	<b>21,200,000</b>	<b>127,200,000</b>	<b>148,400,000</b>
<b>Commercial tourism facilities</b>				
Commercial street in Song style	-	10,500,000	-	10,500,000
Tavern in Song style	-	-	24,000,000	24,000,000
Comprehensive commercial and residential zones	-	-	184,000,000	184,000,000
<b>TOTAL COST OF COMMERCIAL TOURISM FACILITIES</b>	<b>-</b>	<b>10,500,000</b>	<b>208,000,000</b>	<b>218,500,000</b>
<b>COSTED CONSTRUCTION BUDGET</b>	<b>29,094,500</b>	<b>117,576,600</b>	<b>518,148,900</b>	<b>664,820,000</b>



### What are the land acquisition costs for Mazu City?

One of the significant costs generally related to occupancy and use of land in China is the cost associated with the expropriation of the land from farmers currently using the land. Part of the land for Mazu City is currently used by farmers. The Company has an agreement with the Chinese government which will provide substantial savings on the expropriation costs that would normally be incurred in the development of farmland currently under agricultural use. See *SECTION 10.2* (Page 149) for details of this agreement. As such, the land acquisition costs set out in the budget above

LAND ACQUISITION COSTS (AUD)	Stage 1	Stage 2	Stage 3	Total
<b>Budgeted</b>				
Land acquisition costs	4,568,000	39,260,000	78,284,000	122,112,000
<b>Adjusted</b>				
Payment of USD 9.6 million as per contract with government	12,800,000	0	0	12,800,000
Concession on land expropriation costs	(4,488,000)	(28,236,000)	(60,468,000)	(93,192,000)
<b>ADJUSTED BUDGETED LAND ACQUISITION COSTS</b>	<b>12,880,000</b>	<b>11,024,000</b>	<b>17,816,000</b>	<b>41,720,000</b>

Further information about construction programme for Mazu City can be located in *SECTION 5.6* (Page 64).

Further information about construction costs of Mazu City can be located in *SECTION 6.5* (Page 74) and *SECTION 6.6* (Page 75).





## 1.7 Future Fund Raising

### Will the Company need to raise further funds in the future?

Yes, the Company will need to raise further funds to build Mazu City.

### What is the total funding requirement of the Company?

The Company has the following total funding requirement:

FUNDING REQUIREMENTS	Stage 1 \$	Stage 2 \$	Stage 3 \$	Total \$
Total costed construction budget	29,094,500	117,576,600	518,148,900	664,820,000
Payment of USD 9.6 million as per govt contract	12,800,000	-	-	12,800,000
Concession on land expropriation costs	(4,488,000)	(28,236,000)	(60,468,000)	(93,192,000)
Capital previously raised and applied	(2,000,000)	-	-	-

### How does the Company propose to use future funds raised?

The Company proposes to use funds raised in the future in the following way:

USE OF FUTURE FUNDING	Stage 1 \$ million	Stage 2 \$ million	Stage 3 \$ million	Total \$ million
Capital raising costs	6.50	13.20	25.25	44.95
Contingent liabilities	23.33	3.66	0.00	26.99
Construction costs	34.91	89.34	457.68	581.93
Increase / (decrease) in cash reserves	5.27	63.80	(42.93)	26.14
<b>TOTAL</b>	<b>70.00</b>	<b>170.00</b>	<b>440.00</b>	<b>680.00</b>

### On what basis does the Company propose to raise future funding?

The Company proposes to raise funds in the future by a blend debt finance and equity raisings on the following basis:

FUTURE FUNDING	Stage 1 \$ million	Stage 2 \$ million	Stage 3 \$ million	Total \$ million
Equity	50.00	110.00	190.00	350.00
Debt finance	20.00	60.00	250.00	330.00
<b>TOTAL</b>	<b>70.00</b>	<b>170.00</b>	<b>440.00</b>	<b>680.00</b>

**NOTE:** Future fundraising calculations are based on the assumption of the Company raising the Minimum Subscription under this Offer.

### Further Information

Further information about future fund raising can be located in *SECTION 6.7* (Page78) and *SECTION 6.8* (Page79).



## 1.8 Risks

What are the key risks associated with the Company's business model?

<p><b>Dependence on key personnel</b></p>	<p>During the early establishment stages of the project, there is a dependence on the key personnel to execute the fundraising, construct the project, execute the business strategy and maintain support for the project.</p> <p>If certain key personnel became unable or unwilling to continue in their roles, this may:</p> <ul style="list-style-type: none"> <li>&gt; prevent the project from proceeding or delay it until a suitable replacements can be found;</li> <li>&gt; prevent the Company from being re-quoted on ASX, or delay it until suitable replacements can be found;</li> <li>&gt; delay the raising of further funds needed to develop the project.</li> </ul> <p>[See DEPENDENCE ON KEY PERSONNEL, SECTION 9.3 on Company Specific Investment Risks (Page 129)]</p>
<p><b>Cross-strait relations</b></p>	<p>A potentially large proportion of visitors to Mazu City will come from Taiwan. Although relations between Taiwan and mainland China are the strongest they have been for over 50 years, and this seems likely to continue at this time following the recent re-election of the current government in Taiwan, there is a risk that deterioration in relations across the Taiwan Strait could impact on the business of the Company.</p> <p>There is a risk that the foreign policy of one or both of China and Taiwan will change and adversely impact on Mazu City, by adversely impacting on the number of visitors to Mazu City and consequently, the revenues generated.</p> <p>[See CROSS-STRAIT RELATIONS, SECTION 9.3 on Company Specific Investment Risks (Page 131)]</p>

What are the key risks associated with the Company's securities?

<p><b>Untested activity on share market</b></p>	<p>Although many elements of the business have been previously separately deployed as business types owned by publicly listed companies, such as tourism projects, property developments, property management businesses, royalty based product merchandising and credit card and other financial card product based businesses, the Company is unique in unifying all these elements around the central theme of religious belief.</p> <p>As such, this business activity is untested on the share market, and it may be difficult to ascertain the likely outcome of an investment in the Company.</p> <p>[See UNTESTED ACTIVITY ON SHARE MARKET, SECTION 9.3 on Company Specific Investment Risks (Page 130)]</p>
<p><b>Speculative nature of investment</b></p>	<p>The proposed investment is in a company engaged in a new field of investment where there are few, or no, other participants against which to measure its likely success. In addition, the proposed activities of the Company have not been conducted on a commercial basis prior to those assets being acquired by the Company. The investment in the Company is thus speculative.</p> <p>If the Company cannot successfully deliver on the transition in the operation of the assets from its former basis (not for profit) to its new basis (commercial enterprise), the financial performance of the Company may be adversely impacted.</p> <p>[See SPECULATIVE NATURE OF INVESTMENT, SECTION 9.3 on Company Specific Investment Risks (Page 130)]</p>
<p><b>Price of shares may fluctuate</b></p>	<p>The prices at which the Company's Shares and Options trade may be above or below the issue price for Shares offered under this Prospectus. The trading price of the Shares could be volatile and subject to wide fluctuations. The Shares allotted under this Prospectus carry no guarantee of the price at which they may trade on the ASX.</p> <p>Share market conditions may affect the price of listed securities regardless of the actual operating performance of the Company. If the share price declines, the value of your investment in the Company based on the then current market price will decrease.</p> <p>[See PRICE OF SHARES MAY FLUCTUATE, SECTION 9.5 on General Investment Risks (Page 139)]</p>





## What are the key risks associated with the Offer?

<b>Future funding</b>	<p>Following completion of the capital raising under this Prospectus, the Company will not have sufficient cash reserves to finalise the construction and development of Mazu City to completion. It will be necessary to obtain additional finance and equity or loans to complete the programme.</p> <p>Should those additional funds not be available, the project may not proceed, or may not reach optimal performance.</p> <p>[See FUTURE FUNDING, SECTION 9.3 on Company Specific Investment Risks (Page 130)]</p>
<b>Asset valuation</b>	<p>There may be a disparity in the valuation of the business assets between their carrying value in the Company's financial statements, their current value, their replacement value and their implied value by the market valuation of the Company.</p> <p>Any disparity could lead to a rise or fall in the value of the Company's securities, impacting on the value of an investment in the Company.</p> <p>[See ASSET VALUATION, SECTION 9.3 on Company Specific Investment Risks (Page 131)]</p>
<b>Going concern</b>	<p>At 30 June 2014, the group recorded a net loss after tax of \$4,442,008 (2013: loss \$4,546,512), net cash outflows from operations of \$139,474 and a net shortfall in current assets over current liabilities of \$3,479,684. This indicates a material uncertainty as to the group's ability to continue as a going concern without raising additional capital. If the Company does not raise additional capital, it may not be able to continue as a going concern.</p> <p>[See FINANCIAL, SECTION 9.3 on Company Specific Investment Risks (Page 131)]</p>
<b>Concentration of shareholding</b>	<p>The concentration of share ownership in relatively few hands may have the effect of reducing liquidity in the stock. This means that realisation of any investment in the Company may be more difficult than with shares in a company with less closely held securities.</p> <p>[See SHARE MARKET, SECTION 9.3 on Company Specific Investment Risks (Page 130)]</p>
<b>Controlling shareholder</b>	<p>The large share holding held by the Company's largest shareholders means that those shareholders can effectively control any meeting of shareholders. Other shareholders will not be able to impact on the outcome of resolutions put to members at shareholder meetings.</p> <p>[See SHARE MARKET, SECTION 9.3 on Company Specific Investment Risks (Page 130)]</p>
<b>Operating costs</b>	<p>Operating costs of Mazu City may vary from the forecasts on which budgets have been based, affecting profit levels. An increase in the costs above the budgeted levels will reduce the profitability of the Company.</p> <p>[See FINANCIAL, SECTION 9.3 on Company Specific Investment Risks (Page 131)]</p>
<b>No profit to date</b>	<p>The Company was not the historical operator of this business. There is only limited historical data available on which profit forecasts can be based. A rise or fall in the Company's profitability may impact on the value of an investment in the Company.</p> <p>[See FINANCIAL, SECTION 9.3 on Company Specific Investment Risks (Page 131)]</p>



## What are the key risks associated with the Offer? (Continued)

<b>Sovereign risk</b>	<p>As Mazu City is being developed in the People's Republic of China, there are sovereign risks that relate to that activity arising from the different political, economic, legal and social issues of that country that may impact on the viability and value of the business. Adverse sovereign risk outcomes may impact on the ownership and or operation of Mazu City and impact on an investment in the Company.</p> <p>[See INTERNATIONAL, SECTION 9.3 on Company Specific Investment Risks (Page 132)]</p>
<b>Existing competitors</b>	<p>There are two other major sites for the worship of Mazu in Fujian Province which may attract visitors away from Mazu City.</p> <p>[See INDUSTRY, SECTION 9.3 on Company Specific Investment Risks (Page 132)]</p>
<b>Fluctuations in tourism</b>	<p>There are particular auspicious periods every year for worship of Mazu at the site. This will result in variable, albeit predictable, variations in cash flow over each year. The tourism market relies on discretionary spending and is dependent on general economic prosperity. Economic downturns, political instability and other factors affecting the general tourism market will affect Mazu City. If an adverse fluctuation in tourism occurs, the Company will experience a decrease in the number of visitors to Mazu City, and a subsequent reduction in financial performance.</p> <p>[See INDUSTRY, SECTION 9.3 on Company Specific Investment Risks (Page 133)]</p>
<b>Customer demand</b>	<p>There is a risk that demand for the Company's products and services will decrease. A reduction in demand would affect the profitability of the Company.</p> <p>[See BUSINESS, SECTION 9.3 on Company Specific Investment Risks (Page 133)]</p>
<b>Changing customer preferences</b>	<p>There is a risk that the Company's customers changing religious preferences may impact on the business.</p> <p>[See BUSINESS, SECTION 9.3 on Company Specific Investment Risks (Page 134)]</p>
<b>Growth through new customers</b>	<p>There is a risk that Company growth could be stymied if it cannot attract either new Mazu followers or new visitors.</p> <p>[See BUSINESS, SECTION 9.3 on Company Specific Investment Risks (Page 134)]</p>
<b>Transport infrastructure deficiencies</b>	<p>Mazu City will depend on easy access for worshippers and tourists. A lack of easy access will impact upon the business. At present, the only means of access is by road.</p> <p>[See INFRASTRUCTURE, SECTION 9.3 on Company Specific Investment Risks (Page 134)]</p>
<b>Material contract risk</b>	<p>Should any issue arise in any major contracts relating to the construction or management of Mazu City, this may impact financially on the Company until the issues are resolved or quarantined.</p> <p>[See LEGAL, SECTION 9.3 on Company Specific Investment Risks (Page 135)]</p>
<b>Long term contracts</b>	<p>The Company has not yet entered into all the necessary long term contracts for the construction or management of Mazu City. The project will not be able to proceed prior to entering into these contracts.</p> <p>[See LEGAL, SECTION 9.3 on Company Specific Investment Risks (Page 135)]</p>



<b>Construction risk</b>	<p>Construction may take longer than expected due to unforeseen events, difficulties and or disputes with contractors, delays caused by adverse weather, and material supply issues. While informed estimates have been made for the time and cost of construction, those estimates may prove not to be accurate. Timing and cost of construction may be greater than anticipated. If there is any delay, it will result in a deferral of income to the Company. If there is a cost overrun, it may cause losses to the company</p> <p>[See PROJECT CONSTRUCTION, SECTION 9.3 on Company Specific Investment Risks (Page 136)]</p>
<b>Construction and operational permits</b>	<p>The operation of Mazu City is dependent on the continuation and renewal of licences and building permits for construction. The Company currently holds all necessary permits and licences for current works but needs to secure further permits and licences for future works.</p> <p>[See PROJECT CONSTRUCTION, SECTION 9.3 on Company Specific Investment Risks (Page 137)]</p>
<b>Regulatory environment</b>	<p>The operational environment of the Company may be affected by legislative changes and interpretations by courts in China and Australia, as well as by regulations proclaimed under delegated power. New regulations as well as changes in the law and its interpretation may place additional cost imposts on the Company, require the Company refrain from certain activities and require the Company take affirmative steps that are disruptive to its business.</p> <p>[See REGULATORY, SECTION 9.3 on Company Specific Investment Risks (Page 137)]</p>
<b>Political support for Mazu City in mainland China</b>	<p>A decline in political support for the Mazu City project in mainland China may adversely impact the Company.</p> <p>[See POLITICAL, SECTION 9.3 on Company Specific Investment Risks (Page 137)]</p>
<b>Political support for Mazu City in Taiwan</b>	<p>A decline in political support amongst local government in Taiwan may adversely impact the Company.</p> <p>[See POLITICAL, SECTION 9.3 on Company Specific Investment Risks (Page 137)]</p>
<b>Permits and licences</b>	<p>The operation of Mazu City is dependent on the continuation and renewal of licences necessary for its operation.</p> <p>[See REGULATORY, SECTION 9.5 on General Investment Risks (Page 142)]</p>

#### Further Information

Detailed information about the risks of this investment can be found in SECTION 9 (Page 127).



## 1.9 Directors and Managers

### Who are the Directors and Key Managers of the Company, and what is their expertise?

The Company has an extensive, highly experienced and diversified board and management team.

The members of the Board of the Company and the Company Secretary are as follows:

Name	Position	Expertise
Bingkun HUANG	Chairman Mr Huang is also the Chief Executive Officer of the Company	Cross-strait relations, Chinese culture, government relations, business management, project management, property development
Yong Teng Dixie KOR	Non-executive Director	Construction, housing, timber industry operations, project management, business operations, company management
Hong WEI	Non-executive Director	Interior design, business management
Qinghuo HUANG	Non-executive Director	Mathematics, marketing, management
Tom XU	Non-executive Director	Retailing, publishing, Chinese culture, health products, wine industry, business management
Lynn XU	Non-executive Director	Education and training, international business, media, strategic marketing, networking
Raymond TAYLOR	Company Secretary	Financial accounting, compliance, company secretarial functions

The Key Managers of the Company are as follows:

Name	Position	Expertise
Bingkun HUANG	CEO Chief Executive Officer Mr Huang is also the Chairman of the Company	Cross-strait relations, Chinese culture, government relations, business management, project management, property development
Chung Chi CHAN	COO Chief Operating Officer	Engineering, manufacturing, company operational management
Bingzhu GUO	CFO Chief Financial Officer	Accounting, legal matters, compliance, audit
Yongzhao WANG	CAO Chief Art Officer	Chinese art, painting and calligraphy
Songsan WANG	CLO Chief Legal Officer	Legal matters, economic law, litigation, foreign investment, tax
Duanfeng ZENG	CTO Chief Technology Officer	Engineering, construction, management, property development, tourist projects
Chien-Lung MA	CMO Chief Marketing Officer	Business management, marketing, market development, mathematics, cross-strait business relationships
Lisa LUO	Administration Manager	Administration, economics, cross-strait cultural and business matters

In addition, the Company has the following:

- > An **Advisory Board** of senior political, financial and business leaders that act as mentors and offer their input, ideas and expert advice to the Board of the Company
- > A **Religious Advisory Council** comprised of eminent members of the broad Mazu community and theologians. Their role is to ensure that the activities of the Company are consistent with the ethos and beliefs for worship of the goddess Mazu
- > A **team of external consultants** to provide expertise on financial, legal and corporate matters.

### Further Information

Detailed information about the Company's Board, Management and other Key Personnel can be found in *SECTION 7* (Page 83).



Following the reinstatement to quotation of the Company's securities on ASX, the following remuneration will be paid to Directors and senior managers:

EXECUTIVE DIRECTORS	Position	Director Fees and Salaries (Annualised)	Superannuation	Other related remuneration	Details
Bingkun HUANG	Chairman and Chief Executive Officer	\$336,000	Included in salary figure	Bonuses as approved from time to time	See SECTION 10.4 (Page 154)
NON-EXECUTIVE DIRECTORS	Position	Director Fees and Salaries (Annualised)	Superannuation	Other related remuneration	Details
Yong Teng Dixie KOR	Non-executive Director	\$15,000	\$1,500	Bonuses as approved from time to time	-
Hong WEI	Non-executive Director	\$10,000	\$1,000	Bonuses as approved from time to time	-
Qinghuo HUANG	Non-executive Director	\$10,000	\$1,000	Bonuses as approved from time to time	-
Tom XU	Non-executive Director	\$10,000	\$1,000	Bonuses as approved from time to time	-
Lynn XU	Non-executive Director	\$10,000	\$1,000	Bonuses as approved from time to time	-
SENIOR MANAGERS	Position	Salaries (Annualised)	Superannuation	Bonus	Non - cash incentives
Chung Chi CHAN	Chief Operating Officer	\$30,000	\$9,600	\$7,500	\$50,000
Bingzhu GUO	Chief Financial Officer	\$24,000	\$7,680	\$2,000	\$5,400
Yongzhao WANG	Chief Art Officer	\$6,000	\$1,920	\$1,500	\$4,500
Songsan WANG	Chief Legal Officer	\$20,000	\$6,400	\$1,500	\$4,500
Duanfeng ZENG	Chief Technology Officer	\$12,000	\$3,840	\$1,200	\$4,500
Chien-Lung MA	Chief Marketing Officer	\$12,000	\$3,840	\$1,200	\$500
Lisa LUO	Administration Manager	\$12,000	\$3,840	\$1,200	Nil
Raymond TAYLOR	Company Secretary	\$110,091	\$9,908	Bonuses as approved from time to time	\$59,000

### Security Interests of Directors

The Directors have the following security interests in the Company:

Director	Interest in Shares	Interest in Options
Bingkun HUANG	60,000,000 Shares (Direct interest)	29,700,000 B Class Options (Direct interest)
Yong Teng Dixie KOR	888,888	Nil
Qinghuo HUANG	Nil	Nil
Hong WEI	Nil	Nil
Lynn XU	Nil	Nil
Tom XU	Nil	Nil



### Security Interests of Senior Management

Members of Senior Management of the Company have interests in the following securities:

Manager	Interest in Shares	Interest in Options
Chung Chi CHAN (COO)	Nil	Nil
Bingzhu GUO (CFO)	Nil	Nil
Songsan WANG (CLO)	Nil	Nil
Yongzhao WANG (CAO)	Nil	Nil
Duanfeng ZENG (CTO)	Nil	Nil
Leila YANG (CMO)	Nil	Nil
Lisa LUO (Admin Mgr)	4,153,704 Shares	Nil

Members of Senior Management of the Company are incentivised with the ability to accrue securities in the Company to the value set out in a table above showing *Non-cash Incentives for Senior Management* subject to achieving specified performance criteria.

### Security Interests of Advisory Board

No members of the Advisory Board hold any securities in the Company.

### Security Interests of Religious Advisory Council

No members of the Religious Advisory Council hold any securities in the Company.

### Interests of Chief Religious Advisers

No Chief Religious Adviser holds any securities in the Company.

### Voting Power

Of the Directors and Senior Managers that hold Shares in the Company Shares (either directly or indirectly), their voting power is as follows:

Name	Shares (Direct & Indirect)	Current Voting Power	Voting Power following completion of Issue based on Full Subscription
Bingkun HUANG	60,000,000	25.44%	25.22%
Yong Teng Dixie KOR	888,888	0.38%	0.37%
Lisa LUO	4,153,704	1.76%	1.75%

### Interests in Contracts

Other than contracts relating to their engagement by the Company, no Director or Senior Manager in the Company holds any interest in any contracts related to the Company.





## 1.10 Related Parties

Who are related parties to the Company for the purposes of this Offer, and what benefits will they receive?

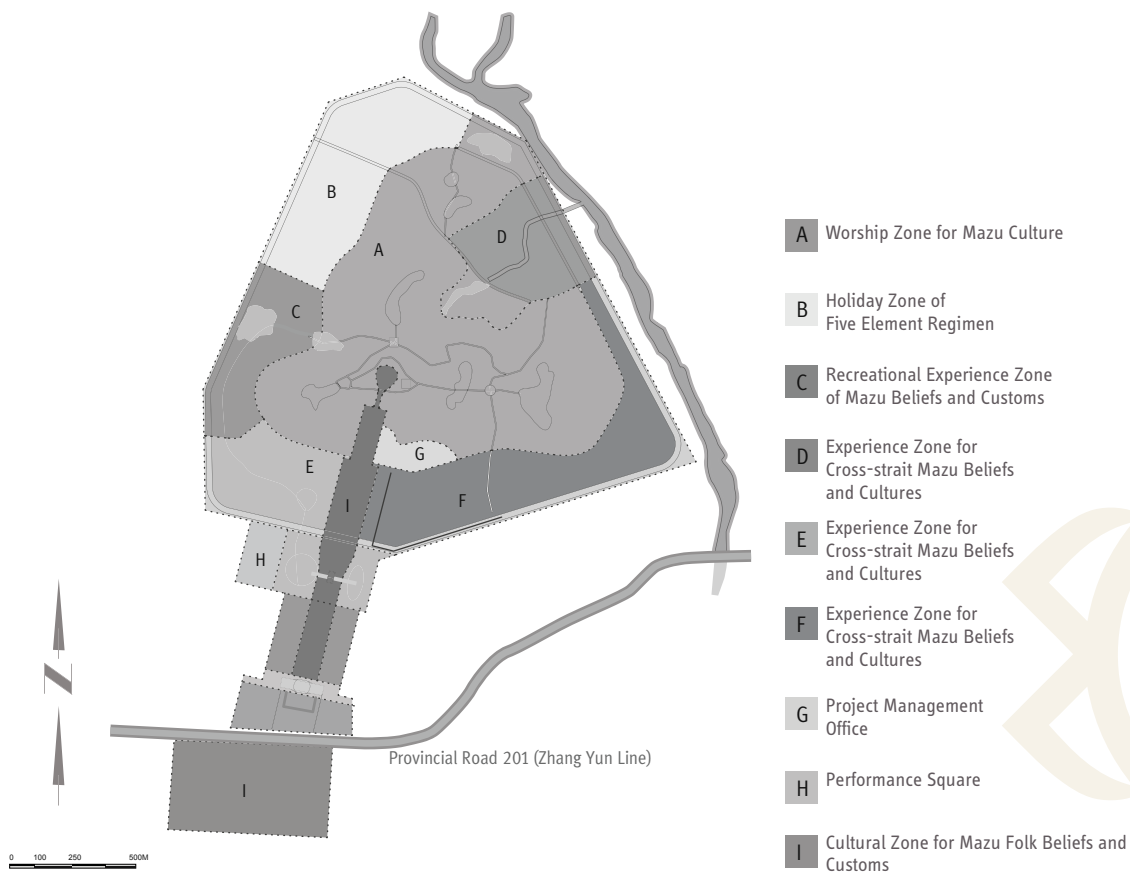
The following entities are related parties of the Company:

Entity	Item	Details
<b>GXG Acquisition Trust</b> an entity related to Gabriel Ehrenfeld	Success Fee	On 7 June 2011, the members approved the entry into an agreement for the payment of a 5% success fee on capital raised prior to re-quotation of the Company on ASX. Funds raised under this Prospectus are subject to that agreement.  Further fees will also be paid on future capital raised. [See SECTION 10.1]
<b>GXG Acquisition Trust</b> an entity related to Gabriel Ehrenfeld	Costs and disbursements	On 7 June 2011, the members approved the entry into an agreement to pay \$150,000 plus GST and disbursements relating to the Notice of Meeting dated 3 May 2011. [See SECTION 10.1]
<b>Steinbruck Capital</b> an entity related to Gabriel Ehrenfeld	Management Contract	On 7 June 2011, the members approved the entry into a management contract for the management of the Company. [See SECTION 10.3]

### Further Information

Detailed information about related parties of the Company can be found in *SECTIONS 10.1* (Page146) and *13.13* (Page242).

## 1.11 Project Schematic








### Further Information

Detailed information about the project can be found in *SECTION 5* (Page 51).



## 1.12 Highlights

 Key Features of the Company		DETAILS
<b>Taiwan Cross-Strait Interest</b> The Company and the Mazu City project are supported by Mazu congregations and governments in both Taiwan and China.		SECTIONS 5 & 6
<b>Government Support</b> The Company and the Mazu City project have key support from the local and provincial Chinese governments.		SECTIONS 5 & 6
<b>Continuous Belief for Over 1,000 Years</b> The underlying fundamental of the Company, the worship of Mazu, has been ongoing for over 1,000 years.		SECTION 4
<b>Existing Tourism Base</b> Mazu City already has approximately 500,000 visitors per annum.		SECTIONS 5 & 6
<b>Existing Revenue Stream</b> The Company is building on an existing basis of support, and existing revenues provide a solid basis for the future expansion of the Company.		SECTIONS 5 & 6
<b>Global Worshipper Base</b> There is a well established global community of Mazu worshippers of over 200 million believers, which is continuing to grow. Some sources support the estimate of over 380 million believers today.		SECTION 4
<b>Extensive Management Team</b> There is a highly experienced Board and Senior Management team, which are well supported by a soundly governed Committee system, an Advisory Board and a Religious Advisory Council.		SECTION 7

 Key Risks of Subscribing		DETAILS
<b>Dependence on Key Personnel</b> There is a dependence on the key personnel to execute the fundraising, construct the project, execute the business strategy and maintain support for the project.		SECTION 9.3
<b>Cross-Strait Relations</b> A potentially large proportion of visitors to Mazu City will come from Taiwan. Any deterioration in relations across the Taiwan Strait could impact on the business of the Company.		SECTION 9.3
<b>Untested Activity on Share Market</b> The Company is unique in unifying tourism projects, property developments, property management businesses, royalty based product merchandising and credit card and other financial card product based businesses around the central theme of religious belief.		SECTION 9.3
<b>Speculative Nature of Investment</b> The Company is engaged in a new field of investment, and the proposed activities of the Company have not been previously conducted on a commercial basis. The investment in the Company is thus speculative.		SECTION 9.3



	Key Risks of Subscribing <i>continued</i>	DETAILS
<b>Share Market</b>	The value of the investment in shares in the Company is always subject to the general share market risks that (a) the price of shares may fluctuate; and (b) there is an element of inherent risk in trading in shares.	
<b>Future Funding</b>	It will be necessary for the Company to obtain additional finance to complete the construction and development of Mazu City. Should those additional funds not be available, the project may not proceed, or may not reach optimal performance.	
<b>Asset Valuation</b>	There may be a disparity in the valuation of the business assets between their carrying value in the Company's financial statements, their current value, their replacement value and their implied value by the market valuation of the Company.	
<b>Shareholding concentration, control and liquidity</b>	There are a range of risks relating to the concentration of shareholding by large shareholders and their impact on the voting control of the Company and the liquidity in the shares, which may impact on the value of an investment in the Company.	
<b>Revenue impacting matters</b>	The Company may be subject to changes in operating costs, the effect of two significant competitors, fluctuations in tourism and customer demand generally, all of which may adversely impact revenues and profits.	
<b>Sovereign and regulatory risk</b>	Mazu City is being developed in the People's Republic of China and is subject to the political, economic, legal and social issues of that country. Additionally, ongoing government approvals are required for the development and operation of Mazu City.	
<b>Construction</b>	There is a significant amount of development required for completion of Mazu City and completion of Mazu City is subject to various risks relating to the construction, the contractors, availability of materials and resources and financial capacity.	

	Key Benefits of Subscribing	DETAILS
<b>Ground Floor Opportunity</b>	This is an opportunity to purchase these unique shares in the first offering to the public.	
<b>Free Loyalty Options</b>	Free A Class loyalty options will be issued to shareholders on the A Class Option Record Date.	
<b>Specialised Investor Pool</b>	There is a potential specialised investor pool of 200 million Mazu followers in addition to the normal share investor audience, potentially creating a broad market for the Company's securities.	











## SECTION 2

# Details of the Offer

*Artist's impression of the future Mazu City Project*





## SECTION 2

# Details of the Offer

## 2.1 Important Dates

Prospectus dated 17 August lodged with ASIC	25 August 2015
Opening date	25 August 2015
Application for quotation of securities on ASX	1 September 2015
Closing date	2 October 2015
Allotment of Shares	As soon as possible after close of Offer
Dispatch of shareholding statements	Not later than 7 days after close of Offer
Date of quotation of Shares on ASX	Within 14 days of dispatch of shareholding statements

## 2.2 Key Offer Statistics

### Price of Issue

Shares offered under this Prospectus are offered at a price of \$2.25.

### Shares Offered

The number of Shares on Offer is as follows:

Number of shares on offer	Number of Shares	Cash Raised
With Minimum Subscription	1,800,000	\$4,050,000
With Full Subscription	2,000,000	\$4,500,000
With Maximum Over-Subscription	4,000,000	\$9,000,000

## 2.3 Existing Capital Structure

The Company currently has the following capital structure:

Class of Security	Existing	New Issue	Total
Fully Paid Ordinary Shares	235,886,961	Nil	235,886,961
A Class Options	Nil	Nil	Nil
B Class Options	40,000,000	Nil	40,000,000

The number of Shares on issue in the Company will increase under this Offer.

The terms and conditions of the A Class Options are set out in *SECTION 13.35* (Page 248). The terms and conditions of the B Class Options are set out in *SECTION 13.36* (Page 249).

## 2.4 Structure of the Offer

The Offer is a single tiered price offer, where all Shares on offer are offered at the same price of \$2.25 each. There is no book build process, nor any discount or price premium being offered to institutional investors.

The number of Shares being offered is as follows:

Number of shares on offer	Number of Shares	Cash Raised
With Minimum Subscription	1,800,000	\$4,050,000
With Full Subscription	2,000,000	\$4,500,000
With Maximum Over-Subscription	4,000,000	\$9,000,000





## 2.5 Shares Offered for Subscription and Loyalty Options

Shares are offered at an issue price \$2.25 per Share. The number of Shares being offered is set out in *SECTION 2.4* above. Shareholders at the A Class Option Record Date, which is 2 months after the Company's securities are reinstated to quotation on ASX, will be issued with, at no charge, one (1) A Class Option for each three (3) Shares held on the A Class Option Record Date. The exercise price of the A Class Options is \$3.00, and the expiry date of the A Class Options is 11 March 2016. Further details of the A Class Options are set out in *SECTION 13.6* of this Prospectus. The Terms of the A Class Options are set out in *SECTION 13.35* of this Prospectus.

## 2.6 Capital Structure Following Close of Offer

The number of Shares on issue in the Company will increase under this Offer.

References to A Class Options relate to the estimated number of A Class Options that will be issued on the A Class Option Issue Date. It does not allow for whole number rounding for individual holdings, and so is an estimate only.

The capital structure will change as follows:

### With Minimum Subscription

In the event that the Company accepts only the Minimum Subscription, the capital structure of the Company will be as follows:

Class of Security	Existing	New Issue	Total
Fully Paid Ordinary Shares	235,886,961	1,800,000	237,686,961
A Class Options	Nil	79,228,987 (2 months after MZU is re-quoted on ASX)	79,228,987 (approximately)
B Class Options	40,000,000	Nil	40,000,000

### With Full Subscription

In the event that the Company receives and accepts the Full Subscription, the capital structure of the Company will be as follows:

Class of Security	Existing	New Issue	Total
Fully Paid Ordinary Shares	235,886,961	2,000,000	237,886,961
A Class Options	Nil	79,295,654 (2 months after MZU is re-quoted on ASX)	79,295,654 (approximately)
B Class Options	40,000,000	Nil	40,000,000

### With Maximum Over-Subscription

In the event that the Company receives and accepts applications above the Full Subscription amount up to the limit of Maximum Over-Subscriptions, the capital structure of the Company will be as follows:

Class of Security	Existing	New Issue	Total
Fully Paid Ordinary Shares	235,886,961	4,000,000	239,886,961
A Class Options	Nil	79,962,321 (2 months after MZU is re-quoted on ASX)	79,962,321 (approximately)
B Class Options	40,000,000	Nil	40,000,000





## 2.7 Minimum Application Under Offer (and Multiples)

All applications must be for a minimum of 1,000 Shares, or, if the Subscriber is already a shareholder of the Company, must be for a number of Shares that brings the total number of Shares held by the Subscriber in the Company up to at least 1,000 Shares.

Applications for Shares must be in multiples of 500 Shares. In any event, the Company may allot Shares in amounts that are not multiples of 500.

## 2.8 How to Apply for Shares in the Offer

Applicants must apply for a minimum of 1,000 Shares using the Application Form. Existing Shareholders may top up their existing holdings in the manner set out in *SECTION 2.7* above.

Applications not utilising the Application Form will not be processed. Application Forms completed according to the instructions on the form should be sent to:

**Mazu Alliance Limited**  
C/- Security Transfer Registrars  
PO Box 535  
Applecross WA 6953  
AUSTRALIA

Applications must be accompanied by payment in full in Australian currency of \$2.25 for every Share for which the Applicant applies. Payment must be made by cheque or money order drawn on an Australian bank payable to '**Mazu Alliance Limited**' and crossed 'Not Negotiable'.

No brokerage or stamp duty is payable on the Application for Shares under this Prospectus. A duly completed Application Form is an offer to subscribe for the number of Shares for which the Applicant applies.

Application money will be held in trust by the Company until Shares are allotted or, if applicable, money is to be repaid to the Applicant as set out in this Prospectus. Interest earned will be retained by the Company and no interest will be payable to Applicants on money held.

Shares will be allotted as soon as possible after the Closing Date. The Directors reserve the right to allot a lesser number of Shares than the number for which an Applicant applies. If an Applicant is allotted fewer Shares than the number for which they apply, surplus application money will be refunded.

## 2.9 Applicants Outside Australia

This Prospectus does not constitute an offer of securities in any place or to any person where it would be illegal to make the issue. Applicants are responsible to ensure that acceptance of the offer complies with the laws of the jurisdiction in which they reside or from which they apply. No steps have been taken to register this Offer, or to qualify the issue of Shares or otherwise permit a public offering in any place other than Australia.



## 2.10 Escrow

Subject to the Company's securities being reinstated to quotation on ASX, certain of the securities on issue may be classified by the ASX as restricted securities and will be required to be held in escrow for such time as prescribed by ASX. In addition, certain of the securities on issue are subject to voluntary Escrow agreements between the Company and some security holders.

The following restrictions will be in place:

Security holder details	Restricted securities	Period of restriction from quotation	Nature of restriction
Former shareholders of Zhangzhou Wushi Tourism Development Co Ltd	104,915,083 Shares	2 years	Voluntary restriction
GXG Acquisition Trust	106,361,476 Shares	2 years	ASX restriction
GXG Acquisition Trust	40,000,000 B Class Options	2 years	ASX restriction
Bingkun Huang	1,112,000 Shares	2 years	ASX restriction
Professional advisers	20,000,000 Shares	2 years	ASX restriction
GXG Creditors' Trust	1,500,000 Shares	As to 1,000,000 Shares, 12 months As to 500,000, 18 months	Terms of DOCA
5 holders from pre-DOCA period	232,593 Shares	2 Years	ASX restriction

## 2.11 Purpose of the Offer

The purpose of the Offer is as follows:

### Listing Rules

Marketing costs to expand and re-establish the shareholder spread so there are sufficient shareholders that hold parcels of Shares as required by the provisions of Chapters 1 and 2 of the Listing Rules. This is a prerequisite to having the Shares quoted on ASX.

### Recapitalisation Costs

Meet the recapitalisation costs associated with securing new capital for the Company and having its Shares reinstated to quotation on ASX.

### Working Capital

Ensuring that the Company has sufficient working capital to conduct its daily operations, and properly execute efforts to obtain future funding for the Company.

### Temple Complex

To raise capital to finance the initial development stages of the Temple Complex.

### Future Financing

To raise capital to finance activities related to the raising of funds for the second stage of construction and development of the Temple Complex.



## 2.12 Use of Funds

Funds raised under this Prospectus will be used as follows:

### With Minimum Subscription

Use of Funds	Details	Amount
Temple Complex	Initial stages of development of the Temple Complex (Construction Stage 1.2)	\$500,000
Working Capital	Provision of working capital for the Company	\$1,271,000
Listing Rules	Marketing costs to expand and re-establish the shareholder spread to be compliant with the Listing Rules	\$250,000
Recapitalisation Costs	Payment of costs associated with the recapitalisation of the Company	\$1,055,000
Reduction of liabilities	Payment of liabilities including contingent liabilities to GXG Acquisition Trust	\$724,000
Future Financing	Activities related to raising of funds for the second stage of construction and development of the Temple Complex	\$250,000
<b>TOTAL</b>		<b>\$4,050,000</b>

### With Full Subscription

Use of Funds	Details	Amount
Temple Complex	Initial stages of development of the Temple Complex (Construction Stage 1.2)	\$650,000
Working Capital	Provision of working capital for the Company	\$1,438,000
Listing Rules	Marketing costs to expand and re-establish the shareholder spread to be compliant with the Listing Rules	\$250,000
Recapitalisation Costs	Payment of costs associated with the recapitalisation of the Company	\$1,088,000
Reduction of liabilities	Payment of liabilities including contingent liabilities to GXG Acquisition Trust	\$724,000
Future Financing	Activities related to raising of funds for the second stage of construction and development of the Temple Complex	\$350,000
<b>TOTAL</b>		<b>\$4,500,000</b>

### With Maximum Over-Subscription

Use of Funds	Details	Amount
Temple Complex	Initial stages of development of the Temple Complex (Construction Stage 1.2)	\$1,500,000
Working Capital	Provision of working capital for the Company	\$2,170,000
Listing Rules	Marketing costs to expand and re-establish the shareholder spread to be compliant with the Listing Rules	\$250,000
Recapitalisation Costs	Payment of costs associated with the recapitalisation of the Company	\$1,586,000
Reduction of liabilities	Payment of liabilities including contingent liabilities to GXG Acquisition Trust	\$2,794,000
Future Financing	Activities related to raising of funds for the second stage of construction and development of the Temple Complex	\$700,000
<b>TOTAL</b>		<b>\$9,000,000</b>

Use of funds allocated to Initial Stages of Development of the Temple Complex (Construction Stage 1.2 as detailed in SECTION 5.6 Page 64) is as follows:

Allocation of Funds	Minimum Subscription	Full Subscription	Maximum Over-Subscription
Detailed design and specification	\$150,000	\$300,000	\$1,000,000
Surveying work, regulatory approval	\$75,000	\$75,000	\$75,000
Contract tender and contract legal work	\$125,000	\$125,000	\$125,000
Contract project management oversight systems	\$60,000	\$60,000	\$60,000
Project management team development	\$90,000	\$90,000	\$90,000
Contingency	-	-	\$150,000
<b>TOTAL</b>	<b>\$500,000</b>	<b>\$650,000</b>	<b>\$1,500,000</b>



### Use of Working Capital

Funds will be allocated as working capital at the indicated levels for the following purposes:

Working Capital Allocation	Minimum Subscription	Full Subscription	Maximum Over-Subscription
Operational cash buffer	\$400,000	\$400,000	\$400,000
Business development – China operations	\$250,000	\$250,000	\$250,000
Business development – International operations	\$350,000	\$350,000	\$350,000
Business development – Corporate systems	\$121,000	\$188,000	\$220,000
Marketing	\$150,000	\$250,000	\$250,000
Accelerate development of next international location See SECTION 8.2 (Page 121)	-	-	\$700,000
<b>TOTAL</b>	<b>\$1,271,000</b>	<b>\$1,438,000</b>	<b>\$2,170,000</b>

## 2.13 Allotment

Shares will be allotted as soon as possible after the Closing Date. The Directors reserve the right to allot a lesser number of Shares than the number for which an Applicant applies. If an Applicant is allotted fewer Shares than the number for which they apply, surplus application money will be refunded.

## 2.14 Underwriting

The Offer is not underwritten.

## 2.15 Withdrawal of the Offer

The Company reserves the right to withdraw this Offer at any time prior to the allotment of Shares. Any subscriptions received prior to any withdrawal of the Offer will be refunded in full without interest.

## 2.16 Enquiries

Any queries in relation to the Application for Shares should be directed to the Sponsoring Broker or to the Company's Share Registry:

#### SPONSORING BROKER

##### Novus Capital Limited

AFSL No 238168

**Address:** Level 8, 330 Collins Street  
Melbourne VIC 3000  
AUSTRALIA

**Telephone:** +61 3 8602 1700

**Facsimile:** +61 3 8602 1777

**Email:** mail@novuscapital.com.au

#### REGISTRY

##### Security Transfer Registrars

**Address:** 770 Canning Highway  
Applecross WA 6153  
AUSTRALIA

**Postal:** PO Box 535  
Applecross WA 6953  
AUSTRALIA

**Telephone:** +61 8 9315 2333

**Facsimile:** +61 8 9315 2233

**Email:** registrar@securitytransfer.com.au









SECTION 3

# Company Overview



*Artist's impression of the future Mazu City Project*







## SECTION 3

# Company Overview

### 3.1 History

Mazu Alliance Limited was incorporated on 24 January 1997. It has previously been named Eco Air Limited, 3D Global Limited, Green X Global Ltd and Green X Global Limited.

MZU was initially listed on ASX on 2 January 1998. The shares of MZU have been suspended from trading on the ASX since 28 January 2003. This has meant that no on-market sales of Shares have occurred since then.

On 17 November 2006, Robert Whitton of Lawler Partners was appointed Administrator of the Company, then known as Green X Global Limited. Mr Whitton has subsequently moved to William Buck Business Recovery Services (NSW) Pty Ltd.

On 13 April 2007, the DOCA was executed, and Mr Whitton was Deed Administrator of the DOCA. That Deed provided for the resolution of creditors' claims and the recapitalisation of the Company with the intention of securing re-quotation of the Company's securities on ASX. The DOCA was effectuated on 9 November 2011.

The current capital structure of MZU does not satisfy the requirements of the ASX Listing Rules. There are approximately 1,400 shareholders holding shares in MZU. It is proposed to issue shares to new shareholders to enable MZU to satisfy Chapters 1 & 2 of the Listing Rules.

On 7 June 2011, shareholders of the Company approved the change of the Company's name to Mazu Alliance Limited. The shareholders also approved the issue of up to 240,083,334 shares to raise up to \$2,014,000. This approval relates to Share issues completed prior to the lodgement of this Prospectus.

Shareholders also approved the change of business activities to that of an operator of religious shrines and ancillary activities. Due to the period of time that has elapsed since that approval was obtained, ASX has required that the Company again obtain approval from its members. Accordingly the Company will be seeking approval from its members for this change at the Annual General Meeting to be held on 28 April, 2015.

### 3.2 Proposed Future Activities

It is proposed to expand and redevelop a complex devoted to the worship of Mazu (or Matsu) in Wujiang Village in the Wushi District of Zhangpu County, Fujian Province in the People's Republic of China. The complex will be built on an area of land of 4,361.4 mu, which is equivalent to 290.7 hectares.

The site including all existing improvements is owned by the Zhangzhou Wushi Tourism Development Co Ltd. That company is now a wholly owned subsidiary of MZU, as MZU acquired all of the share capital in Zhangzhou Wushi Tourism Development Co Ltd in exchange for 104,915,083 Shares in MZU. See SECTION 3.5 (Page 43) for information on the fair value of the shares issued for that acquisition. MZU consequently now has the land usage rights for the site including the Temple Complex.

The Company intends to extensively further develop the site. The proposed temple development has been designed in the architectural style of the Northern Song dynasty, the dynasty that controlled the Fujian area of China at the time that Mazu lived.

The expanded complex will be constructed on an established site for the worship of Mazu. The site is currently visited by approximately 500,000 worshippers per annum, giving a significant existing base of potential visitors to the Temple Complex. The Temple Complex will be constructed taking into account the cultural rituals surrounding the worship of Mazu.

#### **The Temple Complex is proposed to include:**

- > A large statue of Mazu as a focus of worship
- > A public shrine to Mazu
- > 3,600 private shrines
- > An arcade of shops and restaurants
- > Aged care accommodation for sale or as short term accommodation
- > Villa accommodation for sale or as short term accommodation.

Worldwide, there are approximately 200,000,000 believers in Mazu. Over two thirds of the population of Taiwan are worshippers of Mazu. The temple is located near the Taiwan Strait, close to Taiwan. Tensions between Taiwan and China have relaxed recently, and cross-strait tourism and commerce are expanding rapidly.

The Company has received non-binding commitments from over 280 Mazu temples in Taiwan to purchase or rent private shrines in the Temple Complex. Activities seeking further such commitments are continuing.

The proposal has the approval and support of the Zhangpu County Government.





The site has been a major centre for the worship of Mazu for at least 1,000 years. The proposed upgrade and expansion of the site is consistent with the historical significance of the site, and should contribute to the further long term future of the site as a centre for the worship of Mazu.

### 3.3 Recapitalisation Process

The current capital structure of MZU does not satisfy the requirements of the ASX Listing Rules. There are approximately 1,400 shareholders holding shares in MZU. It is proposed to issue shares to new shareholders to enable MZU to satisfy Chapters 1 & 2 of the Listing Rules.

On 7 June 2011 the shareholders approved the issue of up to 240,083,334 shares to acquire the Temple Complex and raise up to \$2,014,000. Those funds will complete the initial re-capitalisation of the Company. This Prospectus relates to that proposed issue of Shares to raise further capital and satisfy the requirements of the Listing Rules.

Subject to the Company obtaining approval from its members to the change at the Annual General Meeting to be held on 28 April, 2015, on completion of the Issue, it is anticipated that the Company will be in a position to satisfy Chapters 1 & 2 of the Listing Rules and seek re-quotation of its Shares on ASX.

### 3.4 Major Undertaking

At the general meeting of shareholders of the Company held on 7 June 2011, shareholders approved the change of the activities of the Company to the operation of religious shrines and ancillary activities.

That change must also be approved by ASX. The change will enable the Company to operate its Mazu City project.

Discussions have been held with ASX and the application to change business activities will form part of the Company's application for the re-quotation of its securities on ASX.

ASX has required that the Company again obtain approval from its members. Accordingly the Company will be seeking approval from its members for this change at the Annual General Meeting to be held on 28 April, 2015.

### 3.5 Value of Acquisition

As part of the development of the business, Mazu Alliance Limited obtained control over Zhangzhou Wushi Tourism Development Co. Ltd. 104,915,083 Shares in Mazu Alliance Limited were issued to acquire all of the issued capital of Zhangzhou Wushi Tourism Development Co. Ltd and its underlying assets.

The board of directors had a registered valuer (Jichao Huang of Xiamen Jin Heng Xin Real Estate Agent Company, licensed real estate valuer in the People's Republic of China, valuer registration number 3520130045) prepare a valuation report on the assets acquired. The assets were valued at \$55,883,544 as at 7 November 2011.

Of this amount, \$23,664,129 (of \$55,883,544) has been booked to the Asset Revaluation Reserve of Mazu Alliance Limited as a gain created by the negotiations of the contract and land usage agreement with the Chinese government, together with a related deferred tax liability of \$7,099,239 on that \$23,664,129. The remaining \$32,219,415 (of \$55,883,544), together with a related deferred tax liability of \$8,054,854 on that \$32,219,415, were part of the assets and liabilities purchased by the issue of 104,915,083 fully paid ordinary shares in Mazu Alliance Limited in exchange for 100% of the shares of Zhangzhou Wushi Tourism Development Co. Ltd.

The Company also calculated the fair value of the shares issued as being \$14,244,749 based on management's assessment of Shares of the Company at the time of issuance. As no goodwill on acquisition has been recognised, this also created a gain on acquisition of \$10,997,314.

Analysis of 104,915,083 Shares issued for acquisition:

	Total (AUD)	Amount per Share (AUD)
Value of Acquisition	\$55,883,544	\$0.5326 (53.26 cents)
Part booked to asset revaluation reserve	\$23,664,129	\$0.2255 (22.55 cents)
Part booked to acquisition	\$32,219,415	\$0.3071 (30.71 cents)
Fair Value of Shares Issued	\$14,244,749	\$0.1358 (13.58cents)
Gain on acquisition (after tax)	\$10,997,314	\$0.1048 (10.48 cents)









SECTION 4

# Mazu Industry Overview



*Artist's impression of the future Mazu City Project*





## SECTION 4

# Mazu Industry Overview

## 4.1 General Introduction to Mazu and Background

Mazu, meaning “Mother Ancestor”, is a goddess of the sea who is said to protect fishermen and sailors, and is invoked as the patron saint of Southern Chinese and East Asian people. According to legend, Mazu was born as Lin Moniang into an official family from Meizhou Island, a small piece of land in the Taiwan Straits off the coast of Fujian in southeast China during the period of rule of the Northern Song dynasty. Worship of Mazu began soon after her death. During the Ming Dynasty, many temples dedicated to her were erected all across Mainland China. Worship of Mazu later spread to other countries with Southern Chinese inhabitants. There are temples to Mazu in Sydney and Melbourne.

## 4.2 Mazu Worship in South-East Asia

Mazu is widely worshipped in the south-eastern coastal areas of China and neighbouring areas in Southeast Asia, especially Zhejiang, Fujian, Taiwan, Guangdong, and Vietnam, all of which have strong sea-faring traditions, as well as migrant communities elsewhere with sizeable populations from these areas. Mazu also has a significant influence on East Asian sea culture, especially in China and Taiwan. She is recognised in both the Taoist (under the name A-Ma) and Buddhist pantheons.

The site has been a major centre for the worship of Mazu for at least 1,000 years. It is the location of a golden statue of Mazu which has been venerated for centuries.

## 4.3 Mazu Recognition in Society

Worldwide, there are over 200,000,000 believers in Mazu. Over two thirds of the population of Taiwan are worshippers of Mazu. The Temple is located near the Taiwan Strait, close to Taiwan. Tensions between Taiwan and China have relaxed recently, and cross-strait tourism and commerce are expanding rapidly.

The Company has received non-binding commitments from over 280 Mazu temples in Taiwan to purchase or rent private shrines in the Temple Complex. Activities seeking further such commitments are continuing.

## 4.4 Chinese Government and Mazu

The proposal has the approval and support of the Zhangpu County Government, which has signed a formal agreement supporting the proposal to develop the Temple site.

In the 11<sup>th</sup> Five Year Plan, the government of the People’s Republic of China acknowledged tourism as a key development goal. The target is to have tourism as comprising 11% of GDP by 2020. Religious tourism has been identified as a component of that development.

In the 12<sup>th</sup> Five Year Plan, the government of the People’s Republic of China promotes the peaceful development of cross-strait relations, and deepen cross-strait exchanges in culture and tourism.

## 4.5 UNESCO

In 2009, Mazu beliefs and customs were designated as “Intangible Cultural Heritage of Humanity” by the United Nations Educational, Scientific and Cultural Organisation (UNESCO).

## 4.6 Global Summary

Mazu worship has spread beyond South East Asia. There are Mazu temples in Australia and the United States, where there are large expatriate Chinese communities.





## 4.7 Important Industry Participants

The Temple site is one of the three major sites devoted to the worship of Mazu. The other two are the birthplace of Mazu on Meizhou Island and the Quanzhou Tianhou Temple in urban Quanzhou.

Of those two sites, the Meizhou Temple is on an island and is more difficult to access and the Quanzhou Tianhou Temple has limited space as it is in an urban area. The Zhangzhou location of the temple is best placed to expand and take advantage of growing religious tourism.

Religious cultural attractions such as the White Horse Temple in Luoyang, the Lingyin Temple in Hangzhou, the Shaolin Temple in He'nan, the Nanhai Putuo Temple in Zhejiang and Meizhou Matsu Temple in Fujian attract believers and tourists in the several millions each year. The entrance ticket for these attractions is priced above RMB200, and combined revenues have all reached several billion (RMB) every year.

As set out in the Glossary, the exchange rate at which RMB has been converted to AUD in this Prospectus is 1.00 AUD = 5.00 RMB. See SECTION 13.34 (Page 248) for further information on the Exchange Rate.

As well as the worship of Mazu, other sites with potential for religious tourism in China include:

Name	Location	Denomination	Type	Developed
Sanya Nanshan Cultural Tourist Attraction	Hainan	Buddhism	Buddhist Temple	2005
Wuxi Lingshan Tourist Attraction	Jiangsu	Buddhism	Buddhist Temple	1997
Liu'an Thousand-Buddhist Lake Tourist Attraction	Anhui	Buddhism	Buddhist Culture	Developing 2009-2013
Guangzhou Panyu Lotus Hill	Guangdong	Buddhism	Statue	1994
Xiqiao Mountain Tourist Attraction	Guangdong	Taoism and Buddhism	Mountain	1996/1998/2007
Zunhua Thousand Buddhist Park	Hebei	Buddhism	Buddhist Temple	1997
Zhoukou Lao-Tzu Hometown Attraction	Henan	Taoism	Taoism Culture	Rebuilt
Huan'an Xuyu Steel Mountain National Forest Park	Jiangsu	Buddhism	Buddhist Mountain	Rebuilt in 2001
Liyang Tianmu Lake Nanshan Bamboo Seaview Park	Jiangsu	Taoism	Taoism Statue	2000
Nantong Wolf Mountain Tourist Attraction	Jiangsu	Buddhism	Buddhist Mountain	Expanding in 2010
Anshan Jade Buddhist Court	Liangning	Buddhism	Buddhist Statue	1996
Yinchuan Chinese Culture Park	Ningxia	Islam	Islamic Mosque	2002
Tai'an Lotus Hill Tourist Attraction	Shandong	Buddhism	Buddhist Temple	Rebuilt in 2004
Weihsan Rongcheng Ce Mountain Tourist Attraction	Shandong	Buddhism	Buddhist Statue	1994
Yantai Nanshan Tourist Attraction	Shandong	Buddhism	Buddhist Statue	2009
Fufeng Famen Temple Tourist Attraction	Shanxi	Buddhism	Buddhist Temple & Tower	Expanding in 2009
Hangzhou Oriental Culture Park	Zhejiang	Taoism and Buddhism	Taoism & Buddhism Culture	Newly developed
Huangzhou Lefeng Tower	Zhejiang	Buddhism	Buddhist Tower	Rebuilt in 2002





## 4.8 Recent Statistics

According to the Chinese State Religious Affairs Bureau, there are 13,000 existing Buddhist temples in China, among which are more than 3,000 Lamaist Monasteries of Tibetan Buddhism and more than 1,600 Pali Buddhist temples. There are more than 1,500 Taoist temples, more than 30,000 Islamic mosques and more than 16,000 Christian churches. Many religious venues have become religious monuments. Religious and cultural sites account for about half of the existing major attractions in China. Up to 2009, the Chinese government had announced a total of 2,351 national key cultural relic protection units. Of these, over 600 are religious sites, accounting for about 26.7% of the total.

## 4.9 Outlook

The Temple currently existing on the site receives approximately 500,000 visitors each year. This visitation gives a significant base from which development of the site can proceed. With appropriate promotion and development, it is budgeted that the annual visitation will increase to over 1.9 million by 2020.

## 4.10 Importance of Fujian Region

Fujian Province is the birthplace of Mazu and has been a centre for the worship of the goddess for centuries. As well as the temple site there are many other temples devoted to Mazu in the province. Major temples are located on Meizhou Island, the birthplace of Mazu and Quanzhou Tianhou in Quanzhou.

## 4.11 Implications for Taiwan

A significant source of visitors to the site is anticipated to be from Taiwan, across the Taiwan Strait. Recent relaxations of tensions between the Taiwanese and Chinese governments have led to significant increases in the level of cross Strait tourism. Approximately two thirds of the Taiwanese population of approximately 23,000,000 are worshippers of Mazu.







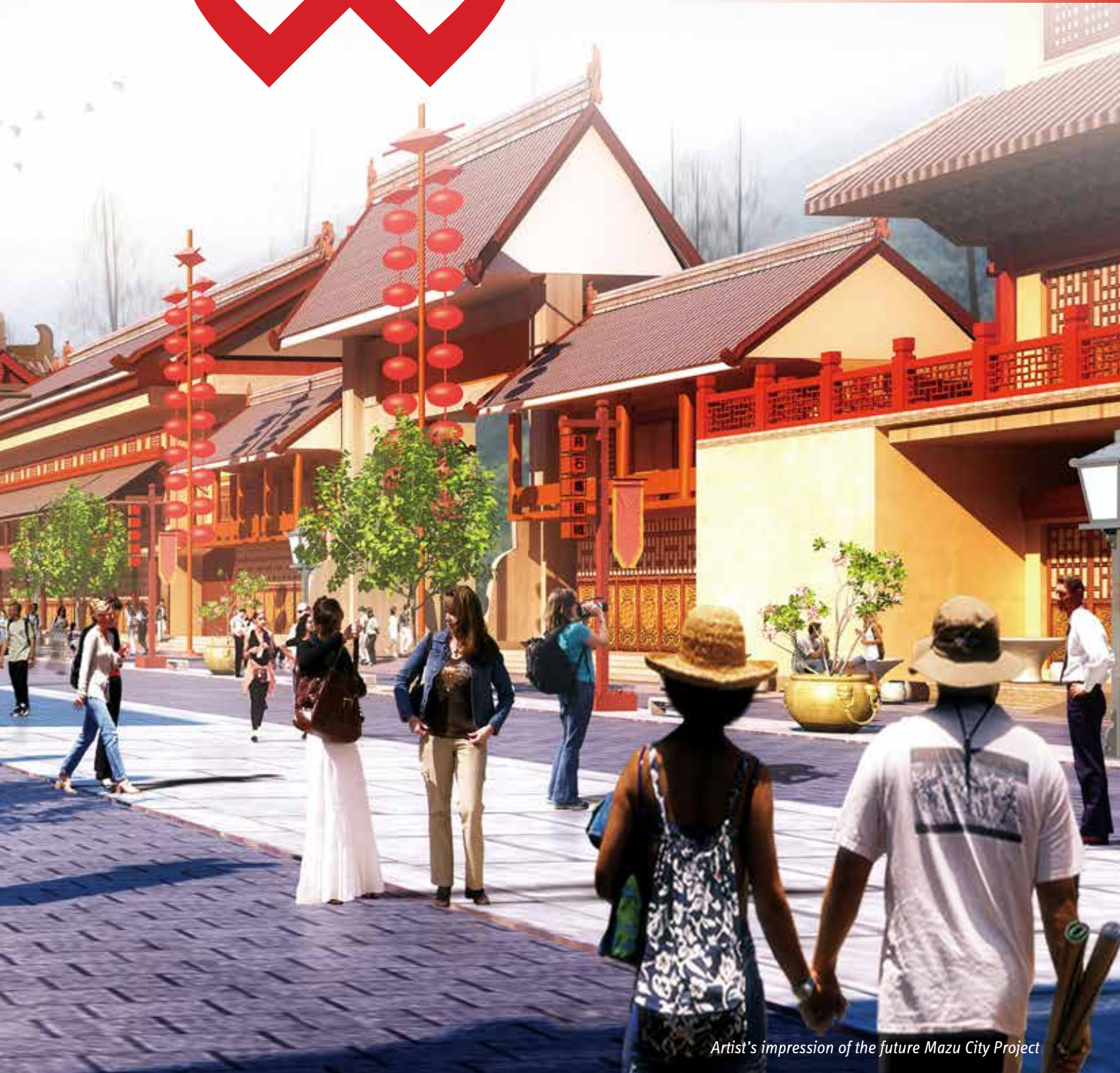






SECTION 5

# Mazu City Project



*Artist's impression of the future Mazu City Project*





## SECTION 5

# Mazu City Project

## 5.1 Outline of Project

### Mazu City

It is proposed to expand and redevelop an existing temple devoted to the worship of Mazu (or Matsu) in Wujiang Village in Zhangpu County, Fujian Province in the People's Republic of China. The Temple Complex and the surrounding precincts of Mazu City will be built on an area of land of 4,361.4 mu, which is equivalent to 290.7 hectares.

### Acquisition of Temple

The site containing the existing temple is owned by the Zhangzhou Wushi Tourism Development Co. The shareholders of that company were issued shares in MZU as consideration for the transfer of the site, and that company is now a wholly owned subsidiary of MZU.

### Design

The proposed development of the Temple Complex and the surrounding precincts of Mazu City have been designed in the architectural style of the Northern Song dynasty, the dynasty that controlled the Fujian area of China at the time that Mazu lived.

### Worshippers

The Temple Complex will be constructed on an established site for the worship of Mazu. The site is currently visited by approximately 500,000 worshippers per annum, giving a significant existing base of potential visitors to the complex.

### Cultural Considerations

The Temple Complex will be constructed taking into account the cultural rituals surrounding the worship of Mazu.

### Construction Features and Highlights

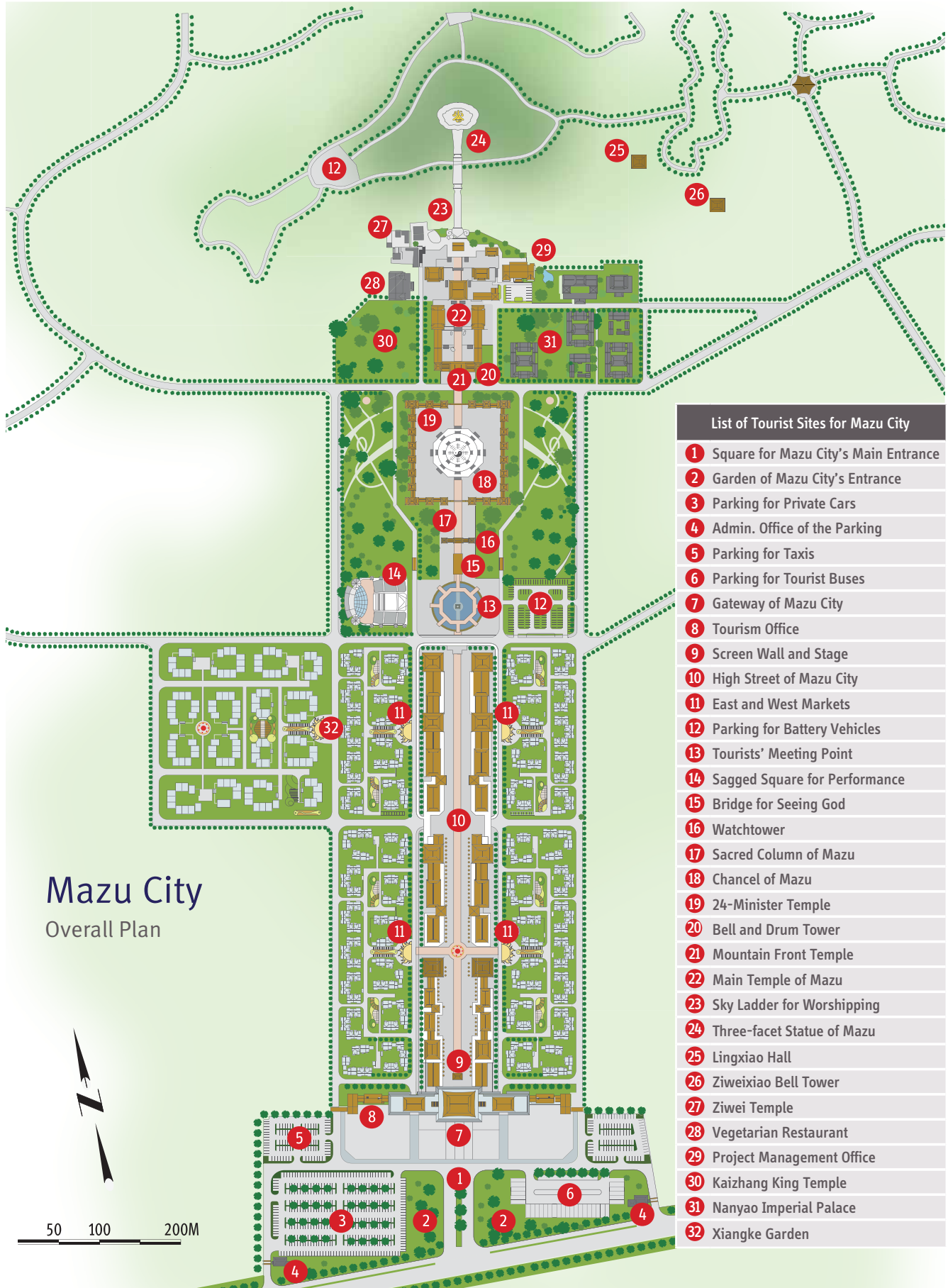
The Temple Complex is proposed to include:

- > A large three-faced, three bodied statue of Mazu as a focus of worship
- > A public shrine to Mazu
- > 3,600 private shrines
- > An arcade of shops and restaurants
- > Aged care accommodation for sale or as short term accommodation
- > Villa accommodation for sale or as short term accommodation



Artist's impression of the Commerical Street in Mazu City



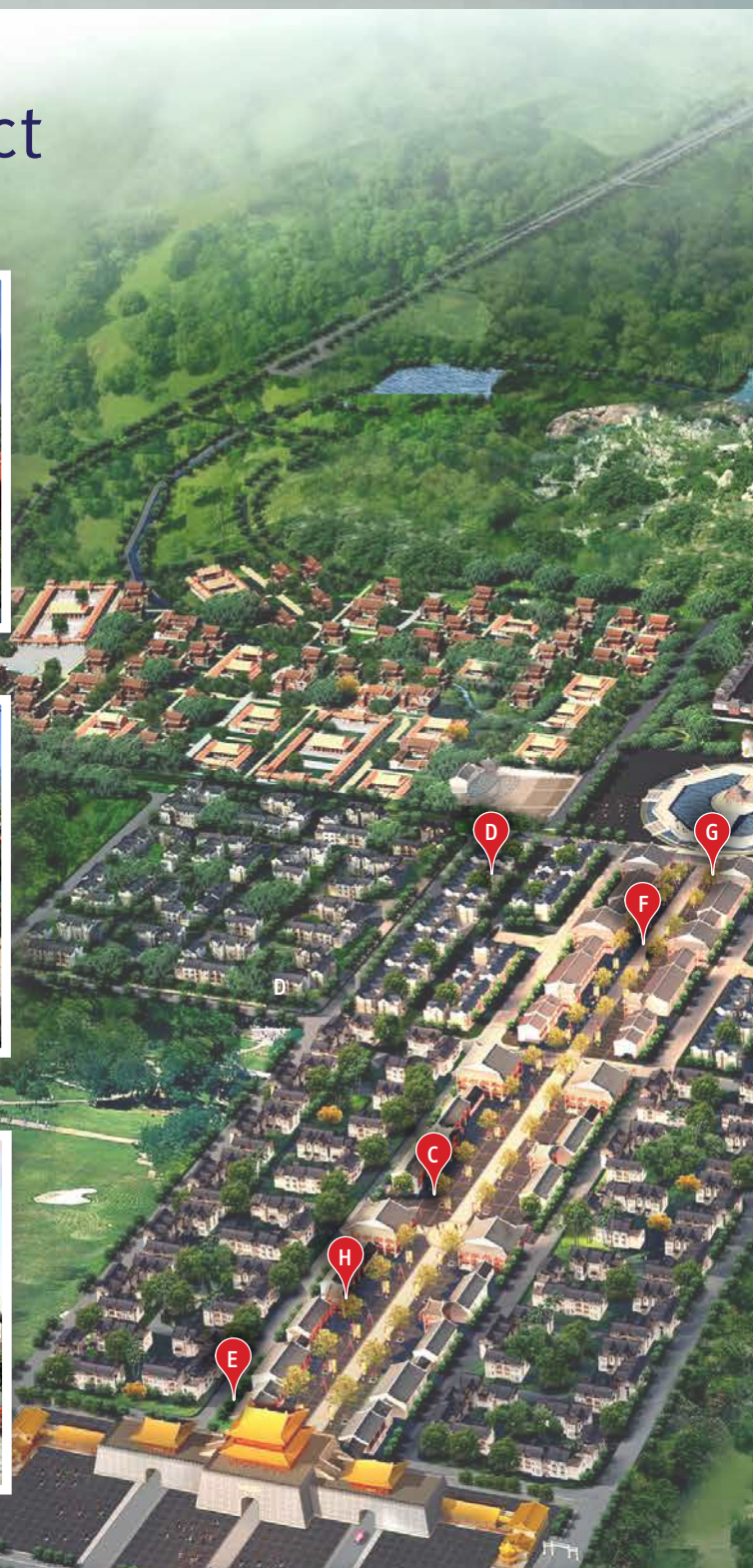






# Mazu City Project

Overall Plan







Northern Song Dynasty Style  
Building Landmarks





## 5.2 General Information on Fujian Province

### Location

Fujian (formerly Romanised as Fukien or Huguang or Foukien), is a province on the southeast coast of mainland China. Fujian is bordered by Zhejiang to the north, Jiangxi to the west, and Guangdong to the south. Taiwan lies to the east, across the Taiwan Strait. With a Han majority, it is one of the most culturally and linguistically diverse provinces in China.

### Geography

The province is mostly mountainous, and is traditionally described to be “Eight parts mountain, one part water, and one part farmland”.

### Climate

Fujian has a subtropical climate, with warm winters. In January the coastal regions average around 7–10 °C while the hills average 6–8 °C. In the summer, temperatures are high. Average annual precipitation is 1,400–2,000 millimetres.

### Industry

Fujian is one of the more affluent provinces of China, with many industries including tea production, clothing and sports manufacturers. Many foreign firms have operations in Fujian including Boeing, Dell, GE, Kodak, Nokia, Siemens, Swire, TDK and Panasonic. Fujian has been the major economic beneficiary of the opening up of trade with Taiwan, and it is expected that this economic impetus will continue.

### Major Cities

Major cities in Fujian are Fuzhou, Xiamen, Nanping, Quanzhou, Longyan, Zhangzhou and Putian.

### Government

Most of Fujian is administered by the People's Republic of China. However, the archipelagos of Kinmen and Matsu are under the control of Taiwan.

### Infrastructure

In Fujian, there are 54,876 kilometres of highways including 727 kilometres of expressways. The Temple site is only three kilometres away from the Zhangpu Exit of the Shenhai Expressway. Rail lines connect Fuzhou and Xiamen with the national network. The major airports are Fuzhou Changle International Airport, Xiamen Gaoqi International Airport, Quanzhou Jinjiang International Airport, Nanping Wuyishan Airport and Longyan Airport. Fuzhou is capable of handling 6.5 million passengers annually with a cargo capacity of more than 200,000 tons. The airport offers direct links to 45 destinations including international routes to Japan, Malaysia, Thailand, Singapore and Hong Kong. There are ferries that cross the Taiwan Strait to Taiwan.



Location of Mazu City in Fujian Province, China



Aerial map of location of Mazu City in Fujian Province, China



## 5.3 General Information on Zhangpu and Wushi

### Zhangpu

Zhangpu is a coastal county in South Zhangzhou. Its economy is dominated by agriculture and fisheries. It comprises over 20 towns and villages, 11 complexes for farming, forestry, and tea and salt production. There are 277 administrative villages, 8 neighborhood committees, 16 communities, and 56 farm operation areas. It occupies a land area of 2,135 square kilometres with a total population of 840,000.

### Wushi

Wushi is a district in Southern Fujian province, in Zhangpu county. Wushi is a cloud-wrapped mountain 15 kilometres east of Zhangpu County town. It has an average elevation of 577 metres above sea level. The area is mildly densely populated with 240 people per km<sup>2</sup>. The nearest major city is Zhangzhou.



*Countryside surrounding Mazu City*





## 5.4 Presentation of Project

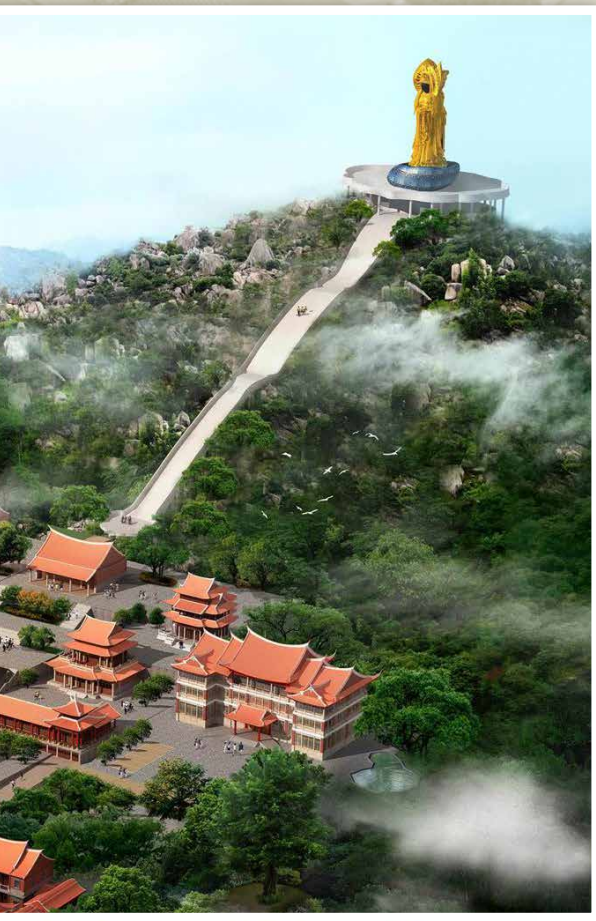
The project will be designed in the style of the Song dynasty, the dynasty in power in China at the time that Mazu was born. MZU has appointed Yongzhao Wang, a professor of art, as its Chief Art Officer. Part of his role is to ensure that the Mazu City development is carried out faithfully in the style of the Northern Song Dynasty.







Northern Song Dynasty Style  
Temple and Building Development





## 5.4 Presentation of Project *continued*



*Signing of cooperation agreement between Mazu Alliance Limited and a Taiwanese delegation at Mazu City*



*Existing Queen of Heaven Temple in Mazu City*







## Mazu City Religious & Cultural Celebrations

*Celebrations in front of the Queen of Heaven Temple at Mazu City*





## 5.4 Presentation of Project *continued*

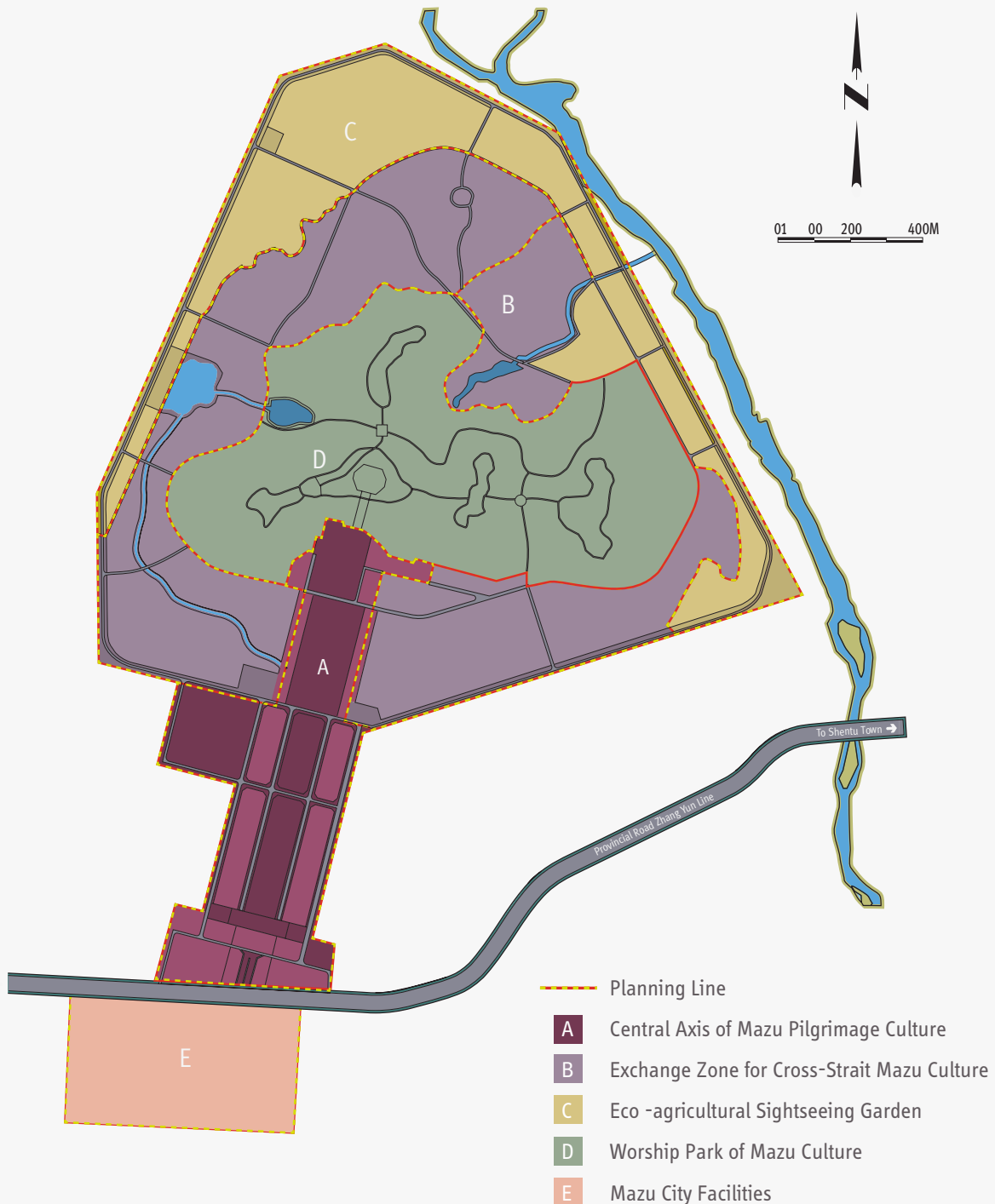


### Mazu City Religious & Cross-strait relations





## 5.5 Mazu City Overall Plan





## 5.6 Construction Stages

### Staged construction

Mazu City is to be developed in three principal stages as follows:

Key features of each construction stage	
<b>STAGE 1</b>	All pre-development steps; all early stage development steps; commence municipal roads and drainage; stage 1 of site preparation works; fencing of project; land acquisition and land expropriation matters; upgrade existing temples including main temple, east and west side temples and plaza; project management office; stage 1 parking area; and Song-style city gate.
<b>STAGE 2</b>	Second stage of municipal roads and drainage; stage 2 of site preparation works; Ziwei Pavilion; God of Wealth Temple; Jupiter Temple; Wenchang Temple; Mountain Gate Temple and Plaza; Axis of Mazu Culture; stage 2 parking area; three-faced and three-bodied statue of Mazu, sky ladder, front plaza and peak visitor hall; Buddhist cultural hall; and commercial street in Song-style.
<b>STAGE 3</b>	Third stage of municipal roads and drainage; stage 3 of site preparation works; stage 3 parking area; cultural park landscape project; Taoist cultural hall; Confucianism cultural hall; experience zone for Mazu belief; ecological farm construction project; tavern in Song-style; and comprehensive commercial and residential zones.

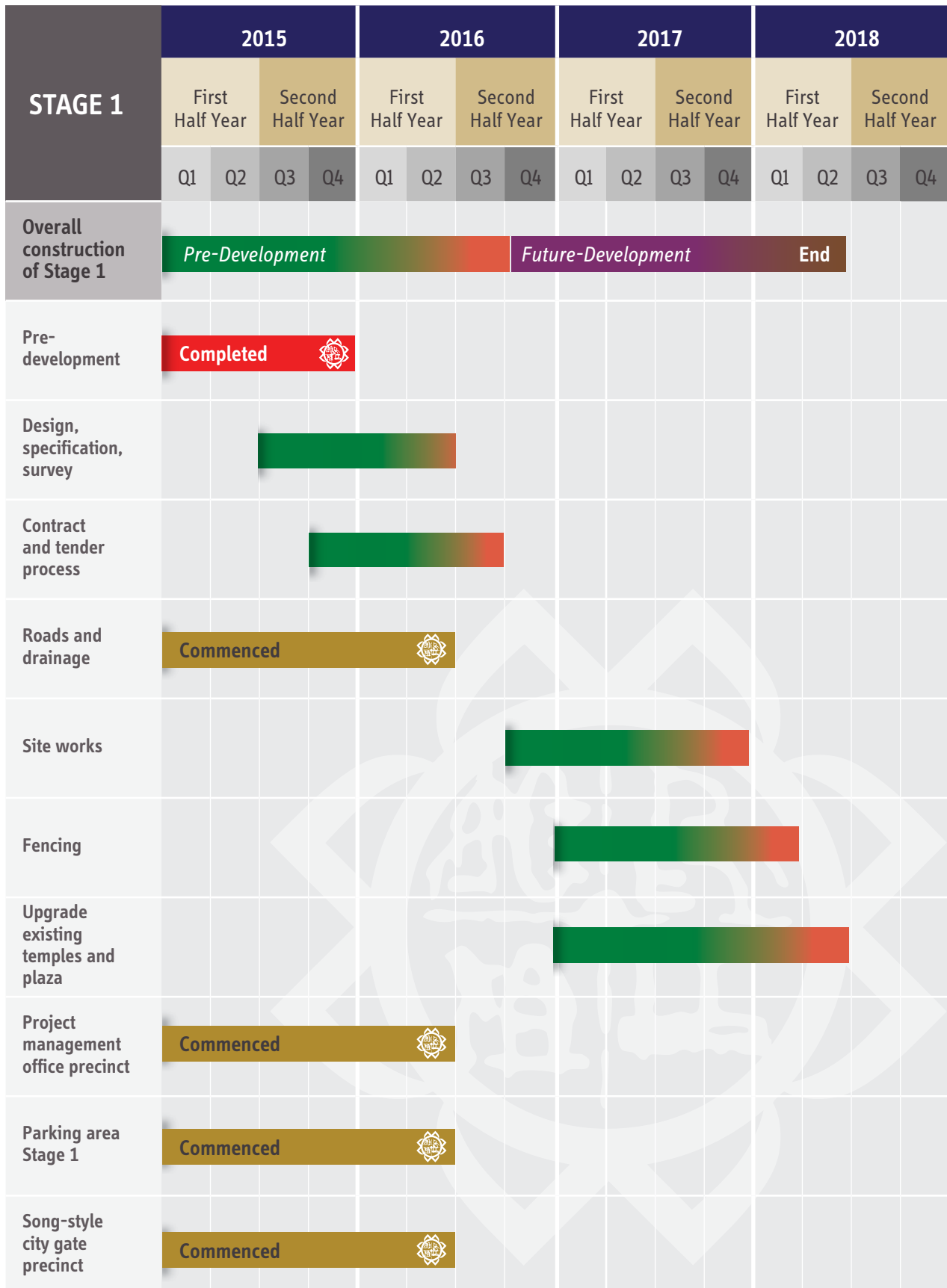
### Current status

The project is in the following state of development.

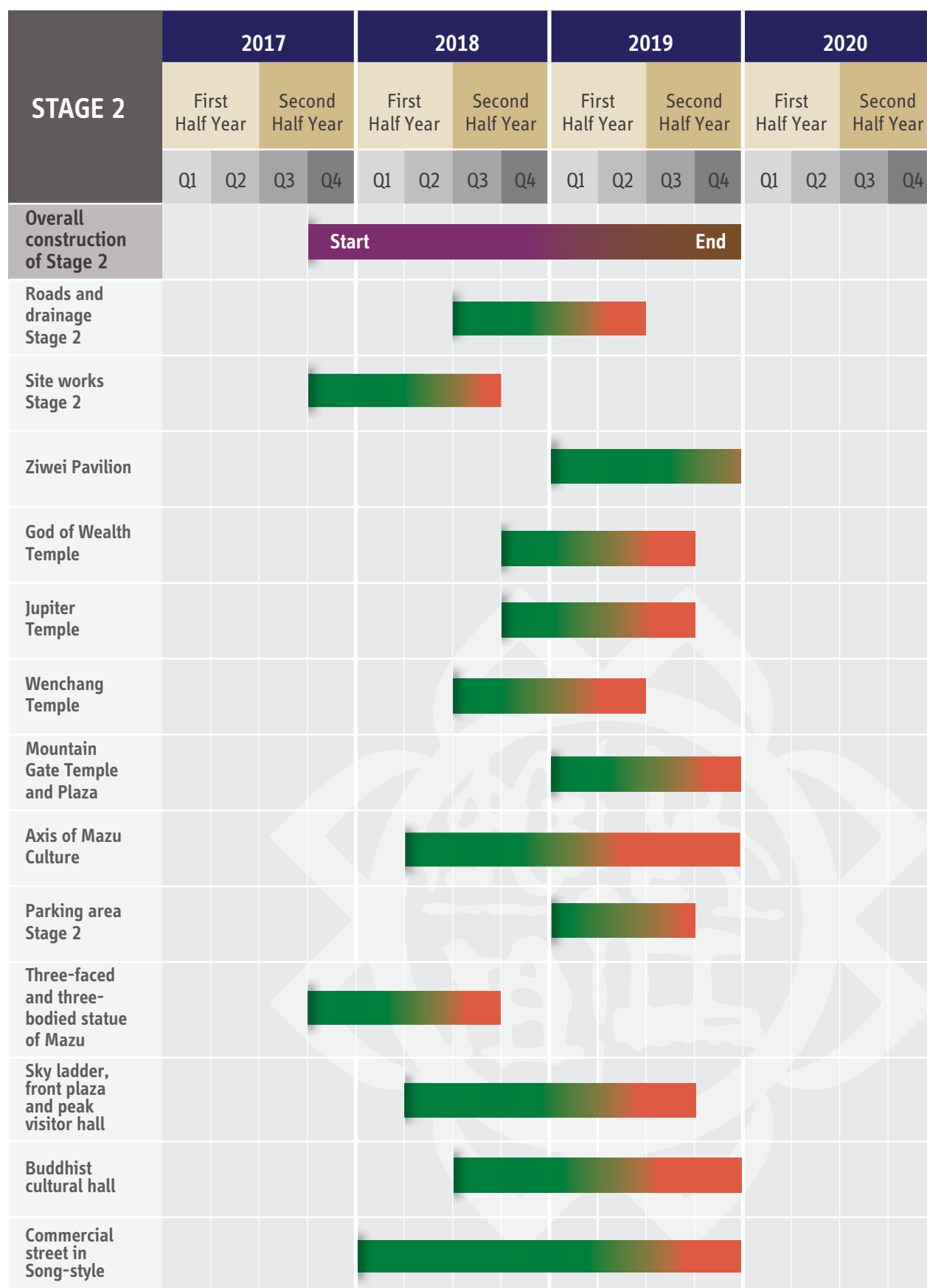
Stage 1		Status
1.1	<b>Pre-development</b> Initial planning, corporate structuring, government agreements, land and temple acquisition agreements, concept design, strategic planning, costing, budgeting, other necessary licences and permits to commence Stage 1 of the project	Completed
1.2	<b>Early stage development</b> Initial stages of development of the Temple Complex includes the detailed design, specification, surveying work, regulatory approval, contract tender, contract legal work, contract project management oversight system development and other necessary pre-construction steps.	Commenced
1.3	<b>Initial construction</b> Commence construction of roads, car park, project management office, city gate, initial private temples, commence site works	Commenced
1.4	<b>Balance of Stage 1 development</b> As per Stage 1 information set out above.	Not Commenced
<b>Stage 2</b>		Not Commenced
<b>Stage 3</b>		Not Commenced



## 5.7 Construction Timeline

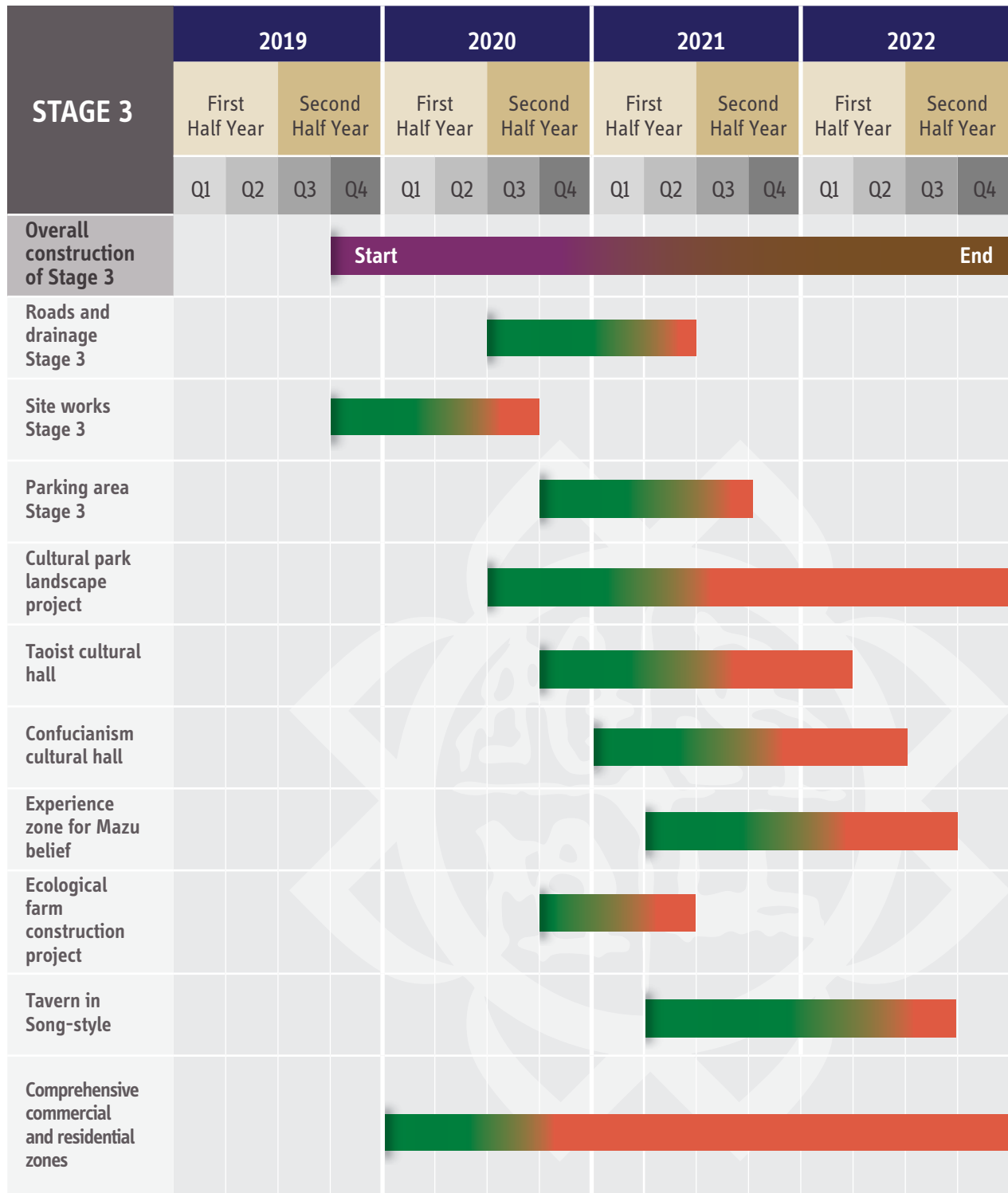


## 5.7 Construction Timeline *continued*





## 5.7 Construction Timeline *continued*



## 5.8 Details of Key Construction Elements

As referenced in *SECTION 5.1* (Construction Features and Highlights) and *SECTION 5.7* (Construction Timeline)

STAGE 1	
Fencing	A security fence with a pathway for 24 hour mobile patrols is to be constructed around the development site. See <i>SECTION 12.3</i> (Pages 213 and 214) for details.
Upgrade existing temples and plaza	<p>There are currently 5 existing temples at Mazu City, plus two more under construction. The existing temples are as follows:</p> <ol style="list-style-type: none"> <li>1. Wushi Palace of Queen of Heaven (Main Mazu Temple)</li> <li>2. Princess Temple</li> <li>3. Father and Mother Palace</li> <li>4. Plaza East Side Temple</li> <li>5. Plaza West Side Temple.</li> </ol> <p>These temples are in need of refurbishment and upgrade, and this work will be performed in Stage 1.</p> <p>The plaza lies between the Main Mazu Temple and the two side temples. This area will also be upgraded to match the style of the revamped Mazu City.</p>
Project management office precinct	The project management office precinct is to initially manage the construction of Mazu City, but will also become the administration headquarters for Mazu City operations. The completed precinct will be 19,000 square metres.
Song-style city gate precinct	An attractive city gate and entrance plaza in the Song-Style, together with a large scale admission and tourist service centre will be constructed to welcome and control the inflow and outflow of visitors. It will also feature a tour bus transfer centre. As it is the first impression of Mazu City gleaned upon arrival, significant attention to detail is being applied. The total planning area is 19.1 hectares. The work has already commenced on this precinct.
STAGE 2	
Ziwei Pavilion	Ziwei Pavilion is located at the bottom of the gentle slope of the mountain area. It is on the upper level of a two level structure, located directly above the Wenchang Temple. The Ziwei Pavilion is dedicated to an anthological collection of great scriptures.
God of Wealth Temple	The God of Wealth Temple is located beyond the east side of the main cultural hall. The three level architecture of the building provides dedicated levels to each group of the gods of fortune.
Jupiter Temple	The Jupiter Temple is dedicated to matters of marriage and family. Weddings will be conducted in this temple.
Wenchang Temple	Located directly underneath the Zewei Pavilion, the Wenchang Temple is dedicated to the great gods.
Mountain Gate Temple and Plaza	This temple serves as the front gate to the mountain ascendency, prior to climbing the sky ladder to the three-faced, three-bodied statue of Mazu.
Axis of Mazu Culture	<p>This is the core area of the planning for Wushi Mazu City, with a rich blend of religious and cultural elements. It includes the following:</p> <ol style="list-style-type: none"> <li>1. Mazu Eight God Column</li> <li>2. Mazu Prayer Altar and 18 Pavilion Gallery</li> <li>3. Mazu Avenue of 24 Godly Divisions</li> <li>4. Sun and Moon Pool</li> <li>5. Large-scale Performance Square</li> <li>6. Tourist Centre Plaza</li> <li>7. Bridge for Witnessing God</li> <li>8. Gates</li> </ol> <p>Further details can be located in <i>SECTION 12.3</i>, Page 216.</p>







STAGE 2 <i>Continued</i>	
Three-faced and three-bodied statue of Mazu	This statue will be the iconic landmark of Mazu City. It will be a huge jade and gold coloured statue on top of the mountain. Further details can be found in <i>SECTION 12.1</i> , Page 185.
Sky ladder, front plaza and peak visitor hall	This acts as a mountain road from the base of the mountain to the three-faced, three-bodied statue of Mazu. There are 108 steps, and it signifies the completion of the pilgrimage for tourists in both body and mind, and is a symbol of luck.
Buddhist cultural hall	A Buddhist culture-themed building, with architectural characteristics in the Song dynasty.
Commercial street in Song- style	The street is a central mall constructed in the Song style of architecture. The street, approximately 30 metres wide, is lined on both sides with tourist and souvenir shops and food outlets. The buildings are two, three and four storey, including a range of tourist commodities through to high end cultural merchandise.
STAGE 3	
Cultural park landscape project	Landscaping of the Mazu Cultural Park. See <i>SECTION 12.3</i> , Page 216 for further details.
Taoist Cultural Hall	A hall dedicated to Taoist culture, constructed in the Song style of architecture.
Confucianism Cultural Hall	A hall dedicated to Confucianism and its culture, constructed in the Song style of architecture.
Experience zone for Mazu Belief	A themed zone based on Mazu culture belief.
Ecological farm construction project	An area based on the development of organic ecological agriculture, designed to take full advantage of the local agricultural resources, that will actively introduce Taiwan's precision farming industry, constructed with unique countryside rural scenery. Tourists can experience the farming labour experience, picking fruit, vegetables and flowers.
Tavern in Song style	A tavern constructed in the Song style of architecture.
Comprehensive Commercial Zone	A zone located south of the provincial road that will be used for the development of commercial district.
Comprehensive Residential Zone	A zone located south of the provincial road that will be used for the development of commercial district. This area will include villa accommodation and aged care accommodation. Together with the Comprehensive Commercial Zone, the combined area is 21.7 hectares.
ALL STAGES	
3,600 Private Shrines	These shrines will be developed throughout the project as Taiwanese communities meet the subscription requirements. They will be developed on behalf of other Mazu communities who wish to have their own shrines located at Mazu City.
Site works and drainage, infrastructure, parking	This work is ongoing during the development of Mazu City, in accordance with the needs of the project. Anticipated staging and budgetary information is set out elsewhere in the Prospectus.











SECTION 6

Business Model



*Artist's impression of the future Mazu City Project*







## SECTION 6

# Business Model

## 6.1 Mission Statement

The Company's Mission Statement is set out below. The Company has achieved all its time based targets to date, and is on track to continue to do so.



### MAZU ALLIANCE LIMITED

#### Mission Statement

##### Mission:

To establish Mazu City as the most significant location in the world for the worship and celebration of Mazu.

##### Objectives:

- To complete the acquisition of the Temple by December 2011.
- To commence the design and construction of the first of 3,600 private shrines by December 2013.
- To develop Interfaith relationships with key Taoist and Buddhist leaders by December 2014.
- To develop a Mazu community membership programme by December 2015.
- To have secure commitments for 1,000 private shrines by December 2016.
- To complete the design and construction of the upgraded Temple Complex by December 2018.
- To complete the design and construction of the residential, holiday resort and commercial districts of Mazu City by December 2022.
- To lead the global markets in the honorable commercialisation opportunities related to the worship of Mazu.
- To reward shareholders with sustained capital growth on their investment, and a continual, high yield income.

##### Strategies:

- To clearly identify Mazu Alliance Limited as the owner and operator of the existing Temple and establish that recognition in the global market place.
- To actively seek new sources of equity and debt funding to facilitate the project rollout objectives.
- To encourage investment in company shares and private shrines from Mazu congregations in Taiwan.
- To utilise the architectural style of the Northern Song dynasty in the design and construction of all the complexes, in order to maintain a consistent and appropriate theme across Mazu City.
- To lead the global markets in the commercialisation of Mazu.
- To develop our labels into recognisable and market leading brands.
- To partner with existing suppliers of products and services that are suitable for Mazu branding.
- To develop relationships so that we are a company of first choice.
- To promote knowledge, understanding and respect for the worship of Mazu.

Bingkun/Huang  
CHAIRMAN







## 6.2 General Business Model Information

### Model Drivers

The following are the key drivers of the Company's business model:

- > **Belief**  
Mazu is a goddess worshipped by over 200,000,000 people throughout the world. As the Temple Complex is already one of the major sites for the worship of Mazu, it is anticipated that this level of belief and participation by existing worshippers will be a major driver for the success of the business model.
- > **Prestige and high profile project**  
The Temple Complex will be constructed in the style of the Song Dynasty, the Dynasty in power during Mazu's lifetime. It will be constructed to the highest standards and with appropriate attention to detail.
- > **Status from participation**  
The site of the Temple Complex is already one of the three major Mazu pilgrimage sites in Mainland China. As such, it is anticipated that a great deal of prestige for devotees of Mazu will attach to ownership of an interest in the Temple Complex.
- > **Financial investment – multiple revenue sources and profit centres**  
In the medium term, it is anticipated that income may become available from the circa 500,000 annual visitors to the Temple Complex. This will occur once revenue from the Temple exceeds operational costs, creating a surplus. Currently, there is no income from this source as the revenue only just covers the operational costs. That revenue will continue, and will increase as visitation increases.  
  
In time, it is intended to develop a range of Mazu branded products for sale to Mazu worshippers throughout the world. Those product include Mazu incense (the burning of incense is a major feature of Mazu worship), foodstuffs and artefacts.
- > **Government supported project**  
The Zhangzhou County government has entered into a formal agreement of support for the development of the Temple Complex. Officials of the county government are active supporters of the project.  
Development of cross-strait relations, economic cooperation, culture and tourism is an item specifically referred to in the current Five Year Plan of the government of China. The development of the Temple Complex is within that category.

### Model Principles

The following are the key principles of the Company's business model:

- > **Scalability and sustainability**  
While the activities directly related to the worship of Mazu are confined to the location of the Temple Complex, the number of worshippers of Mazu worldwide, and the opening up of Mainland China to Taiwanese visits, is a ready source of significant potential increase in the number of visitors and the income to be derived from them. It is considered the number of worshippers is sufficiently large to support increasing levels of patronage for the foreseeable future.  
The marketing of Mazu related merchandise is a source of income that is not currently exploited. Much of the planned merchandise is consumable, and will be both sustainable and scalable.
- > **Application of business principles to satisfy Mazu objectives**  
The Company is leveraging a long and firmly held belief in Mazu by applying commercial principles to the practice of that belief.
- > **Financial growth**  
The activities of the Company are focussed on achieving a financial outcome for its shareholders, and seeking to achieve growth in the quantum and scale of the Company's activities, as part of the effort to deliver ongoing and sustainable financial growth. As such, significant emphasis is placed on all elements of cultural and religious significance as well as direct commercial exercises, as the ultimate financial success of the Company stems from an ongoing, growing and loyal base of Mazu believers that utilise the Temple Complex and Mazu City facilities.
- > **Compatibility with, & sensitivity to Mazu values**  
While the object of the Company is to derive profit, the Company is very aware that income is related to issues around maintaining proper respect for the values of Mazu and the sensitivities of her worshippers. The development of the Temple Complex, the marketing of Mazu related items and the operation of the Temple Complex will be conducted with appropriate respect to those values.



## 6.3 Capital Sources

The Company has access to the following sources of capital to develop its business:

### Taiwanese temples

There are in excess of 5,000 Mazu temples in Taiwan. The Company has cooperated with a number of these Mazu temple congregations in developing its business model. A significant number of Mazu temples from Taiwan are interested in obtaining private temples from the Company in Mazu City that can be utilised by their own congregants when they visit Mainland China for pilgrimage to Mazu City or for other purposes.

The basis of the model is that the congregations will subscribe for Shares in the Company when so invited to do so. Participation will require a subscription amount in the range of \$500,000 to \$2,000,000. Temples will either hold the subscription in the name of the congregation, or alternatively, distribute the Shares in specie to the members of its congregation.

The Company then utilises some of the proceeds to construct a private temple in Mazu City, which is then leased to the Taiwanese congregation for a period of 70 years. The size of the temple to be constructed in Mazu City for the Taiwanese congregation will depend upon the size of the capital subscription made. For example, a \$2,000,000 subscription will entitle them to a larger building than a \$500,000 subscription.

Over two hundred and eighty (280) Taiwanese temples have already executed preliminary agreements with the Company to participate in the project. Based on this initial response, the Company considers that it has realistic prospects of Taiwanese congregations so subscribing for Shares.

### Public subscriptions

- > **This Prospectus**  
Subscriptions from the public to be made under this Prospectus will be in the range of \$4,050,000 to \$9,000,000.
- > **Future Prospectuses**  
The Company may issue further Prospectuses in the future to raise additional funds.
- > **Non-Renounceable Rights Issues**  
The Company may announce non-renounceable rights issues to enable existing shareholders to subscribe additional capital to the Company.
- > **Exercise of Options**  
Holders of A Class Options following the A Class Option Record Date can convert these options into Shares in the Company, resulting in the raising of capital for the Company.

### Private capital

- > The Company can make private share placements to raise capital for the Company with high net worth individuals and companies.

### Institutional investors

- > The Company can make institutional share placements to raise capital for the Company.

### Other community investors

- > The Company can make share placements with Mazu congregations and other religious organisations to raise capital for the Company.

## 6.4 Revenue Sources

### Temple and site visits

- > **Donations**  
Currently there are approximately 500,000 visitors to the existing Temple. At the time of completion of the Mazu City development, this number is targeted to reach over 1.9 million visitors. Visitors make donations, both at the gate and in the Temple. This is anticipated to continue in the future, even following the introduction of gate admission fees. Currently, the Company does not separately account for the revenue from donations, which are managed by Zhangpu Wushi Palace of Queen of Heaven Administrative Committee. See *SECTION 11.7* (Page 172) for details.
- > **Gate admissions**  
The introduction of a gate charge of RMB 50 per person following completion of the Temple Complex upgrades may result in significant revenue for the Company.
- > **Sale of Food and other Goods and Services**  
There is a vast array of food and other goods and services that can be sold to visitors to the site, that are in keeping with the values of the site and the requirements of tourists and other visitors.



### Product royalties and direct sales

#### > Licensed Use of Logo and Branding

The Company is promoting its logo, flag and brand name to Mazu communities in Fujian and Taiwan. As this process further develops, royalties from the use of the Company's intellectual property may result in a constant and growing royalty income stream for the Company.

#### > Mazu Products

The sale by the Company of Mazu related products to other retailers may generate income for the Company.

#### > Internet Sales

The direct sale by the Company of Mazu related products via a web portal may generate income for the Company.

### Private temples and shrines

#### > Construction and lease of 3,600 private temples

The Company proposes to build 3,600 private temples using the share subscription model set out in *SECTION 6.3* above to fund the construction. The Company proposes to then lease the temples and collect management fees in the manner set out below. This approach may generate capital for the Company in excess of the construction cost, and income for the Company in management fees.

#### > Annual management fees for private temples for 70 years

Occupiers of the private temples will have the opportunity to lease the private temples from the Company for 70 years, and pay annual management fees for the full period of the lease.

#### > Annual subscriptions fees for private statues in public temples

Individuals will have the opportunity to place private Mazu statues in public temples for payment of annual subscription fees. In addition, the Company proposes to supply statues in private locations which can be used exclusively by individuals for the payment of annual subscription fees. If an individual ceases to subscribe, then that private location and statue may be offered to a new subscriber.

### Inscriptions

#### > One-off payments for major dedications

Major elements of the Temple Complex, including buildings, streets, walkways, public squares and major landscaping features can be dedicated in the name of an individual in exchange for a major endowment fee.

There are a significant number of wealthy believers that may have an interest in this type of dedication, and endowment fees are in the range of RMB 1 million to RMB 10 million.

#### > One-off payments for other inscriptions across entire site

There is a significant range of opportunities for various inscriptions, dedications, memorials, commemorations and endowments across the site, including on plaques, rocks, gardens, pathways, statues, walls, architectural features in buildings, and rooms in buildings.

There are a significant number of believers that may have an interest in this type of dedication, and endowment fees are in the range of RMB 500 to RMB 1 million.

Additionally, there is the opportunity to be inscribed in various book and computer logs for fees starting from RMB 100.

### Real Estate – other

#### > Short stay accommodation

Accommodation tariffs will be charged for occupancy in short stay facilities.

#### > Sale of Villas

Profits may be generated from the sale of villas in Mazu City.

#### > Retirement village

The Company anticipates that it may generate income from the sale of housing in a retirement village to be constructed, and from the operation of the retirement village.

### Bank Credit and Debit Card Fees and Other Payments

#### > Credit Cards

The Company has a non-binding agreement in principle for the issue by a major bank in China of Mazu branded credit cards, on which the Company will earn commissions on each transaction that occurs where the credit card is used. Subject to formalisation of that arrangement and implementation of its terms, it will create an opportunity to generate a significant and growing revenue stream for the Company.



> **Debit Cards**

The Company has entered into an agreement with CUC (Fujian) Payment Service Co Ltd (**CUC**) for the issue of co-branded bank debit cards. The agreement provides for the initial issue of 50,000 Mazu co-branded debit cards, the acceptance of these cards at over 7,000 merchants across a broad range of industries, and the sharing of the settlement fees earned. Under the agreement, settlement fees will be divided between the Company and CUC on a 50:50 basis, after deduction of third party costs. See *SECTION 10.6* (Pages 156 – 157) for further details.

## 6.5 Project Budgets

### Exchange Rate

Currency exchange rates fluctuate daily. In this Prospectus, a number of financial calculations have initially been performed in RMB, and then converted to AUD using the Exchange Rate as defined in the Glossary of this Prospectus, which is 1.00 AUD = 5.00 RMB.

Where figures are quoted in RMB, any reference to AUD is a conversion to Dollars calculated strictly on the basis of the Exchange Rate. Fluctuations in the value of the AUD with respect to the RMB over time may impact on the realisation of the AUD amounts set out in this Prospectus.

### Costing of project

The Company has had the cost of development of the project, including land acquisition costs and construction costs independently assessed by the Independent Quantity Surveyor, Fujian Province Yitao Construction & Technology Development Co Ltd. Their expert report is set out in *SECTION 12.3* (Page 210).

The report was originally written in January 2012, and reissued in August 2015. The reissued report as enclosed in this Prospectus notes at page 9 of that report (see *SECTION 12.3* at Page 219) that other than for inflation (and works already completed and paid for by the Company), there is no reason to make any further adjustments to the costings contained in that report. Based on the inflation statistics as published by the Chinese government, the independent expert has calculated the compounded inflationary factor at the date of the reissued report to be 4.88% since the original costings were performed. Those details are set out at page 8 of that report (see *SECTION 12.3* at Page 218). The Company presents its fundraising information in this Prospectus in Australian dollars. It will spend its construction budget in RMB. Since the date of the reissued report, the exchange rate between AUD and RMB has fluctuated by a greater factor than the compounded inflationary factor of 4.88%, and as such, in the context of the fundraising analysis, the Company does not consider the inflationary factor of 4.88% to be materially significant.

Further, for the purposes of clarity and consistency, the Company has presented the information in this Prospectus based on the original costings as set out in the Independent Quantity Surveyor's report, and simply notes that the Independent Quantity Surveyor has a provision that these costs may have risen by the amount of inflation.





## 6.6 Construction

### Cost of construction

Set out below is a summary of the costs of construction in RMB and AUD. See the Independent Quantity Surveyor's report in *SECTION 12.3* (Page 210) for further detail.

Nature of Investment	Amount of Investment (RMB)	Amount of Investment (AUD)
<b>Civil Infrastructure</b> (Municipal Infrastructure Investment)		
Municipal road projects and pipeline investment	45,610,000	9,122,000
Site preparation	16,000,000	3,200,000
Fencing project	2,080,000	416,000
Land acquisition cost	610,560,000	122,112,000
Management costs	60,000,000	12,000,000
<b>TOTAL</b>	<b>734,250,000</b>	<b>146,850,000</b>
<b>Public Facilities and Amenities</b> (Social Welfare Investment)		
Mazu temple surrounds and project management office	77,350,000	15,470,000
Axis of Mazu Culture	140,900,000	28,180,000
Song-style city gate and parking	48,700,000	9,740,000
Landscaping of Mazu Cultural Park	488,400,000	97,680,000
<b>TOTAL</b>	<b>755,350,000</b>	<b>151,070,000</b>
<b>Mazu Cultural Center</b>		
Taoist Cultural Hall	220,000,000	44,000,000
Buddhist Cultural Hall	106,000,000	21,200,000
Confucianism Cultural Hall	128,000,000	25,600,000
Experience Zone for Mazu Belief	108,000,000	21,600,000
Ecological farm construction project	180,000,000	36,000,000
<b>TOTAL</b>	<b>742,000,000</b>	<b>148,400,000</b>
<b>Commercial Tourism Facilities</b> (Commercial Tourism Support Facilities)		
Commercial street in Song style	52,500,000	10,500,000
Hotel and tavern in Song-style	120,000,000	24,000,000
Comprehensive commercial and residential zones	920,000,000	184,000,000
<b>TOTAL</b>	<b>1,092,500,000</b>	<b>218,500,000</b>
<b>TOTAL INVESTMENT FOR THE PROJECT</b>	<b>3,324,100,000</b>	<b>664,820,000</b>



## Construction Budget

The detailed construction budget is set out below:

CONSTRUCTION BUDGET (AUD)				
Civil infrastructure	Stage 1	Stage 2	Stage 3	Total
<b>Municipal road projects and drainage</b>				
Main roads	2,022,233	2,426,680	3,640,019	8,088,932
Secondary roads	258,267	309,920	464,881	1,033,068
<b>Total cost of municipal roads and drainage</b>	<b>2,280,500</b>	<b>2,736,600</b>	<b>4,104,900</b>	<b>9,122,000</b>
<b>Site preparation</b>	<b>960,000</b>	<b>1,280,000</b>	<b>960,000</b>	<b>3,200,000</b>
<b>Total site preparation costs</b>	<b>960,000</b>	<b>1,280,000</b>	<b>960,000</b>	<b>3,200,000</b>
<b>Fencing of project</b>	<b>416,000</b>	-	-	<b>416,000</b>
<b>Total cost of fencing of project</b>	<b>416,000</b>	-	-	<b>416,000</b>
<b>Land acquisition costs</b>				
Comprehensive Commercial and Residential Zone	-	7,824,000	11,736,000	19,560,000
Commercial Street in Song Style	-	3,120,000	-	3,120,000
Hotel and tavern in Song Style	-	-	6,000,000	6,000,000
Planning land	3,288,000	-	-	3,288,000
Cultural Zone for Mazu Folk Beliefs and Customs	-	3,480,000	3,480,000	6,960,000
Project management office	1,200,000	-	-	1,200,000
Taoist Cultural Hall	-	-	13,440,000	13,440,000
Buddhist Cultural Hall	-	6,384,000	-	6,384,000
Confucianism Cultural Hall	-	-	7,632,000	7,632,000
Experience Zone for Mazu Belief	-	-	6,504,000	6,504,000
Ecological farm construction project	-	-	11,040,000	11,040,000
Worship Zone for Mazu Culture	-	18,372,000	18,372,000	36,744,000
Administration Cost	80,000	80,000	80,000	240,000
<b>Total land acquisition costs</b>	<b>4,568,000</b>	<b>39,260,000</b>	<b>78,284,000</b>	<b>122,112,000</b>
<b>Management costs</b>	<b>1,200,000</b>	<b>4,800,000</b>	<b>6,000,000</b>	<b>12,000,000</b>
<b>Total management costs</b>	<b>1,200,000</b>	<b>4,800,000</b>	<b>6,000,000</b>	<b>12,000,000</b>
<b>TOTAL COST OF CIVIL INFRASTRUCTURE</b>	<b>9,424,500</b>	<b>48,076,600</b>	<b>89,348,900</b>	<b>146,850,000</b>

Public facilities and amenities	Stage 1	Stage 2	Stage 3	Total
<b>Mazu temple surrounds &amp; Project management office</b>				
Main temple, side temples and plaza	2,450,000	-	-	2,450,000
Ziwei Pavilion	-	180,000	-	180,000
God of Wealth Temple	-	180,000	-	180,000
Jupiter Temple	-	180,000	-	180,000
Wenchang Temple	-	180,000	-	180,000
Mountain Gate Temple and Plaza	-	900,000	-	900,000
Project management office	11,400,000	-	-	11,400,000
<b>Total cost of Mazu temple surrounds &amp; Project management office</b>	<b>13,850,000</b>	<b>1,620,000</b>	<b>-</b>	<b>15,470,000</b>



Public facilities and amenities <i>Continued</i>	Stage 1	Stage 2	Stage 3	Total
<b>Axis of Mazu Culture</b>				
Mazu Eight God Column	-	320,000	-	320,000
Mazu Prayer Altar and 18 Pavilion Gallery	-	10,200,000	-	10,200,000
Mazu Avenue of 24 Godly Divisions	-	1,400,000	-	1,400,000
Sun and Moon Pool	-	7,200,000	-	7,200,000
Large-scale Performance Square	-	7,400,000	-	7,400,000
Tourist Center Plaza	-	960,000	-	960,000
Bridge for Witnessing God	-	100,000	-	100,000
Gates	-	600,000	-	600,000
<b>Total costs of Axis of Mazu Culture</b>	-	<b>28,180,000</b>	-	<b>28,180,000</b>
<b>Song-style city gate and Parking</b>				
Large-scale Parking	1,680,000	1,400,000	2,520,000	5,600,000
Song-style City Gate	4,140,000	-	-	4,140,000
<b>Total cost of Song-style city gate and Parking</b>	<b>5,820,000</b>	<b>1,400,000</b>	<b>2,520,000</b>	<b>9,740,000</b>
<b>Landscaping of Mazu Cultural Park</b>				
Cultural Park landscape project	-	-	91,080,000	91,080,000
Sky ladder and front plaza	-	960,000	-	960,000
Three-faced and three-bodied statue of Mazu	-	5,000,000	-	5,000,000
Peak visitor hall	-	640,000	-	640,000
<b>Total cost of landscaping of Mazu Cultural Park</b>	-	<b>6,600,000</b>	<b>91,080,000</b>	<b>97,680,000</b>
<b>TOTAL COST OF PUBLIC FACILITIES AND AMENITIES</b>	<b>19,670,000</b>	<b>37,800,000</b>	<b>93,600,000</b>	<b>151,070,000</b>

Mazu cultural center	Stage 1	Stage 2	Stage 3	Total
Taoist Cultural Hall	-	-	44,000,000	44,000,000
Buddhist Cultural Hall	-	21,200,000	-	21,200,000
Confucianism Cultural Hall	-	-	25,600,000	25,600,000
Experience Zone for Mazu Belief	-	-	21,600,000	21,600,000
Ecological farm construction project	-	-	36,000,000	36,000,000
<b>TOTAL COST OF MAZU CULTURAL CENTER</b>	-	<b>21,200,000</b>	<b>127,200,000</b>	<b>148,400,000</b>

Commercial tourism facilities	Stage 1	Stage 2	Stage 3	Total
Commercial street in Song style	-	10,500,000	-	10,500,000
Tavern in Song style	-	-	24,000,000	24,000,000
Comprehensive commercial and residential zones	-	-	184,000,000	184,000,000
<b>TOTAL COST OF COMMERCIAL TOURISM FACILITIES</b>	-	<b>10,500,000</b>	<b>208,000,000</b>	<b>218,500,000</b>
<b>COSTED CONSTRUCTION BUDGET</b>	<b>29,094,500</b>	<b>117,576,600</b>	<b>518,148,900</b>	<b>664,820,000</b>





## Land acquisition costs

The Company has an agreement with the Chinese government which will provide substantial savings on the expropriation costs that would normally be incurred in the development of farmland currently under agricultural use. See *SECTION 10.2* (Page 149) for details of this agreement. As such, the land acquisition costs have been adjusted as follows:

LAND ACQUISITION COSTS (AUD)	Stage 1	Stage 2	Stage 3	Total
<b>Budgeted</b>				
Land acquisition costs	4,568,000	39,260,000	78,284,000	122,112,000
<b>Adjusted</b>				
Payment of USD 9.6 million as per contract with government	12,800,000	-	-	12,800,000
<b>Concession on expropriation costs</b>				
Planning land	(3,288,000)	-	-	(3,288,000)
Cultural Zone for Mazu Folk Beliefs and Customs	-	(3,480,000)	(3,480,000)	(6,960,000)
Project management office	(1,200,000)	-	-	(1,200,000)
Taoist Cultural Hall	-	-	(13,440,000)	(13,440,000)
Buddhist Cultural Hall	-	(6,384,000)	-	(6,384,000)
Confucianism Cultural Hall	-	-	(7,632,000)	(7,632,000)
Experience Zone for Mazu Belief	-	-	(6,504,000)	(6,504,000)
Ecological farm construction project	-	-	(11,040,000)	(11,040,000)
Worship Zone for Mazu Culture	-	(18,372,000)	(18,372,000)	(36,744,000)
<b>Total expropriation cost savings</b>	<b>(4,488,000)</b>	<b>(28,236,000)</b>	<b>(60,468,000)</b>	<b>(93,192,000)</b>
<b>ADJUSTED BUDGETED LAND ACQUISITION COSTS</b>	<b>12,880,000</b>	<b>11,024,000</b>	<b>17,816,000</b>	<b>41,720,000</b>

## 6.7 Funding Requirements

Based on the construction budget set out in *SECTION 6.6* (and summarised below) and on the expropriation cost savings set out in *SECTION 6.6* (and summarised below), the Company assesses its future funding requirements to be as follows:

CONSTRUCTION BUDGET (AUD)	Stage 1	Stage 2	Stage 3	Total
Civil infrastructure	9,424,500	48,076,600	89,348,900	146,850,000
Public facilities and amenities	19,670,000	37,800,000	93,600,000	151,070,000
Mazu cultural center	-	21,200,000	127,200,000	148,400,000
Commercial tourism facilities	-	10,500,000	208,000,000	218,500,000
<b>TOTAL COSTED CONSTRUCTION BUDGET</b>	<b>29,094,500</b>	<b>117,576,600</b>	<b>518,148,900</b>	<b>664,820,000</b>

LAND ACQUISITION COSTS (AUD)	Stage 1	Stage 2	Stage 3	Total
<b>Budgeted</b>				
Land acquisition costs	4,568,000	39,260,000	78,284,000	122,112,000
<b>Adjusted</b>				
Payment of USD 9.6 million as per contract with government	12,800,000	-	-	12,800,000
Concession on land expropriation costs	(4,488,000)	(28,236,000)	(60,468,000)	(93,192,000)
<b>ADJUSTED BUDGETED LAND ACQUISITION COSTS</b>	<b>12,880,000</b>	<b>11,024,000</b>	<b>17,816,000</b>	<b>41,720,000</b>

FUNDING REQUIREMENTS (AUD)	Stage 1	Stage 2	Stage 3	Total
Total costed construction budget	29,094,500	117,576,600	518,148,900	664,820,000
Payment of USD 9.6 million as per contract with government	12,800,000	-	-	12,800,000
Concession on land expropriation costs	(4,488,000)	(28,236,000)	(60,468,000)	(93,192,000)
Capital previously raised and applied	(2,000,000)	-	-	-
<b>TOTAL FUNDING REQUIREMENT</b>	<b>35,406,500</b>	<b>89,340,600</b>	<b>457,680,900</b>	<b>584,428,000</b>



## 6.8 Future Funding

### Funding requirement

The Company has the following funding requirements after the completion of this Offer:

CAPITAL RAISING UNDER THIS OFFER (AUD)		Subscription Total		
Minimum Subscription		4,050,000		
Full Subscription		4,500,000		
Maximum Over-Subscription		9,000,000		
Application of funding to construction of project (Temple Complex)				
Based on Minimum Subscription under this Offer	See Use of Funds SECTION 2.12 (Page 38) and SECTION 5.6 (Page 64)			500,000
Based on Full Subscription under this Offer	See Use of Funds SECTION 2.12 (Page 38) and SECTION 5.6 (Page 64)			650,000
Based on Maximum Over-Subscription under this Offer	See Use of Funds SECTION 2.12 (Page 38) and SECTION 5.6 (Page 64)			1,500,000
Additional future construction funding requirement	Stage 1	Stage 2	Stage 3	Total
Based on Minimum Subscription under this Offer	34,906,500	89,340,600	457,680,900	581,928,000
Based on Full Subscription under this Offer	34,756,500	89,340,600	457,680,900	581,778,000
Based on Maximum Over-Subscription under this Offer	33,906,500	89,340,600	457,680,900	580,928,000

### Future funding strategy

The Company proposes to raise the required funding by a mix of debt funding and equity raisings. The Company's current proposal is to raise the funding in the following mix:

FUTURE FUNDING	Stage 1 \$ million	Stage 2 \$ million	Stage 3 \$ million	Total \$ million
Equity	50.00	110.00	190.00	350.00
Debt finance	20.00	60.00	250.00	330.00
<b>TOTAL</b>	<b>70.00</b>	<b>170.00</b>	<b>440.00</b>	<b>680.00</b>
<b>NOTE:</b> Future fundraising calculations are based on the assumption of the Company raising the Minimum Subscription under this Offer.				

The fundraising set out in the above table has not commenced. Details of the fundraising timetable are set out below.

There is no guarantee that the Company can achieve any or all of the fundraising objectives. However, the Company's assessment is that it has a realistic commercial prospect of achieving the stated objectives. This assessment is based on the profile of the project, the interest to date shown in the project by external parties, the government support for the project, the skill and depth of the management team, and the Company's ability to date to be able to successfully execute on its business objectives.

### Timing of future funding

The Company proposes to proceed with fund raising on the following timetable in order to match funding with the cash demands of the project development:

PROPOSED TIMETABLE FOR FUTURE FUNDING	Stage 1	Stage 2	Stage 3
<b>Funding</b>			
Commence raising funds	Q3 2015	Q3 2016	Q4 2017
Complete raising funds	Q2 2016	Q3 2017	Q4 2018
Estimated duration of fundraising	9 months	12 months	12 months
<b>Construction</b>			
Commence construction of stage	* Q4 2016	Q4 2017	Q4 2019
Complete construction of stage	Q2 2018	Q4 2019	Q4 2022
Duration	18 months	24 months	36 months
(* Balance of construction of Stage 1 commencement)			



## Use of future funding

The Company proposes to utilise the proceeds of future funding in the following manner:

USE OF FUTURE FUNDING	Stage 1 \$ million	Stage 2 \$ million	Stage 3 \$ million	Total \$ million
<b>Capital raising costs</b>				
Steinbruck Capital fee as approved by shareholders	4.00	8.80	15.20	28.00
Budgeted broker costs	2.00	3.40	8.80	14.20
Promotional costs related to capital raising	0.50	1.00	1.25	2.75
<b>Total capital raising costs</b>	<b>6.50</b>	<b>13.20</b>	<b>25.25</b>	<b>44.95</b>
<b>Contingent liabilities</b>				
Success fees - Temple asset acquisition	1.83	-	-	1.83
Success fees - Increase in asset acquisition based on listing valuation	21.50	3.66	-	25.16
<b>Total contingent liabilities</b>	<b>23.33</b>	<b>3.66</b>	<b>-</b>	<b>26.99</b>
<b>Construction costs</b>				
Stage 1 costs	34.91	-	-	34.91
Stage 2 costs	-	89.34	-	89.34
Stage 3 costs	-	-	457.68	457.68
<b>Total construction costs</b>	<b>34.91</b>	<b>89.34</b>	<b>457.68</b>	<b>581.93</b>
<b>Increase / (decrease) in cash reserves</b>				
Change in cash after Stage 1 fund raising	5.27	-	-	5.27
Change in cash after Stage 2 fund raising	-	63.80	-	63.80
Change in cash after Stage 3 fund raising	-	-	(42.93)	(42.93)
<b>Total increase / (decrease) in cash reserves</b>	<b>5.27</b>	<b>63.80</b>	<b>(42.93)</b>	<b>26.14</b>

## 6.9 Key Dependencies and Robustness

The Company's business model is based on diversified income streams in two main categories:

### Income related to Mazu City precinct

- > This income includes ticket revenue from tourists, rents from the commercial street, accommodation fees and charges, rents from the Integrated Commercial and Residential Zone, product sales to tourists, sales of worship offerings, gate donations, inscriptions, and temple hall rental.
- > Other than completing the construction and tenancing of the project in order to receive income streams associated with the expanded development, the Company has no key dependencies relating to Mazu City precinct revenues. The Company owns the rights to legally occupy and develop this asset in its existing state, and its development is subject to the normal diversified development risks. There are a range of builders available for construction, so the Company has no key dependencies on any one builder.
- > Some elements of this income will only exist following completion of the relevant stages of construction. For example, rents from the Integrated Commercial and Residential Zone can only commence following completion of construction and tenancing of the zone.

### Income related to Mazu branding and merchandising

- > This income includes sales of products by chain stores, royalties, and bank credit card and debit card fees.
- > The Company has no key dependencies relating to Mazu branding and merchandising, as in all cases, the Company owns all the trademarks and intellectual property rights, and has a diversified range of partners with whom it can deploy these projects.

### Secondary Income

These above two main categories do not represent the only income streams for the Company, which also has the following secondary income streams:

- > Interest from cash holdings
- > Donations from individuals and other Mazu congregations



**Absence of Key Dependencies other than ongoing government approvals**

The absence of any key dependencies on particular events or external non-governmental parties supports the robustness of the Company's business model. It is noted that the ongoing development of Mazu City requires ongoing regulatory approvals from the Chinese government.

**Robustness Factors**

Other robust elements of the Company's business model are:

- > Underlying premise is belief based, so is not subject to usual economic limitations
- > Recurring nature of the revenue streams
- > Extensive government support for the Company's activities
- > Clearly identifiable target audience in excess of 200 million people
- > Cooperation from a large number of established Mazu congregations in China and Taiwan

Government support includes support from the national Chinese government via the inclusion of the cross-strait economic exchange and cultural tourism project in the current 5 year national plan; support from the provincial government in the form of favourable policy on regional development and core infrastructure; support from the Zhangpu County government in relation to all aspects of the project's strategic development; and support from the Wushi district government in relation to all aspects of the project's construction.

In addition, various local governments in Taiwan also support the Mazu City project and are cooperating in the development by facilitating cooperation between the Company and Taiwanese Mazu communities.

## 6.10 Future Opportunities

**Financial products for Mazu followers**

In addition to Mazu branded credit cards and Mazu branded debit cards to be issued by banks, there is also the opportunity to partner with providers of other financial products to issue Mazu branded versions of their products, such as insurance policies, loyalty schemes, secure payment gateways, mutual funds, index trackers and exchange traded funds.

**Control of Mazu food and incense products globally**

There are significant beliefs associated within various Mazu communities relating to the consumption of food, as to what type of diets should be followed (for example, a vegetarian diet, a vegan diet, or no dietary restrictions). Currently, the practices are diverse and there is no central coordination or implementation of these practices.

This religious monitoring of food is an industry that is extensive across other religions and community sectors, such as the manufacture, monitoring and branding of halal products for the Islamic community, kosher products for the Jewish community, and vegetarian, vegan, lactose free or gluten free products for others with belief based or medical or lifestyle based dietary restrictions.

There is an opportunity for the Company to utilise its financial, management and consultative resources to work with other groups, temples, temple associations, religious bodies and communities to clearly define the framework, standardise matters, monitor and brand products, and encourage their use across all Mazu communities. This is a process that can be commercialised to the benefit of the Company.

A similar opportunity exists within the incense business for the Company to become a leading supplier of incense to Mazu communities.

**Strategy for interfaith relations**

The Company's development of interfaith relations will be progressed on two fronts: domestic operations at Mazu City and international operations at other locations outside of China.

With domestic operations, it is proposed to allot up to 108 of the private shrines and cultural halls at Mazu City to other religions to develop interfaith relations and enhance the user and visitor base to Mazu City.

To develop international operations, utilising the Company's business modelling and systems for the organisation of religious and cultural tourism, the Company proposes to develop other core global centres as concentrated sites for religious and cultural tourism. See *SECTION 8.2* (Page 121) for further information.

**Tour operation business**

The large volume of visitors to the Temple, which is targeted to increase (with a target figure of over 1.9 million per annum by 2020), naturally lends itself to the establishment of the Company's own tour operation business, or to take a position in an existing established tour operator.

Such a business could be used to further promote Mazu City.







## SECTION 7

# Board, Management & Corporate Governance



*Artist's impression of the future Mazu City Project*







## SECTION 7

# Board, Management & Corporate Governance

## 7.1 Board of Directors

The Company has a Board of Directors comprised of the Chairman and Chief Executive Officer, the Vice-Chairman, four (4) Independent Non-executive directors and the General Counsel and Company Secretary.

The Board of Directors is comprised of the following people:



### BINGKUN HUANG

CHAIRMAN and CHIEF EXECUTIVE OFFICER  
Xiamen, China



Mr Huang is the director of the Xiamen Cross Strait Regional Co-operation and Exchange Center. That organisation concentrates on promoting and developing trade across the Taiwan Strait with Taiwan. After the liberalisation of relations between Taiwan and China, Mr Huang was a pioneer of this trade.

Mr Huang has qualifications from the Nanjing Army Command College and is currently undertaking a Master's Degree in Economic Management at Xiamen University, in addition to further studies for a doctorate degree in Bibliography of Chinese Ancient Code at Fujian Normal University.

Mr Huang has worked in law enforcement and has also worked for China New Press in Fujian, initially as a reporter and later as a Station Leader. He is well acquainted with the operating mechanisms of China's political system and the administrative rules of the Chinese government.

In addition to his experience in cross-strait affairs and government relations, Mr Huang is highly experienced in the areas of Chinese culture, business management, project management and property development.

Mr Huang is a member of the following Mazu Alliance Limited Board Committees:

- > Nomination Committee
- > Religious Affairs Committee (Chairman)
- > Business Strategy Committee (Chairman)
- > Finance and Treasury Committee (Chairman)
- > Risk and Sustainability Committee



**QINGHUO HUANG**

INDEPENDENT  
NON-EXECUTIVE DIRECTOR  
Xiamen, China

Mr Huang is an oil company executive and entrepreneur, having graduated from Lanzhou Shiyu University in China, and also becoming qualified in mathematics from Xiamen University.

Mr Huang served as Vice-General Manager of Sinopec Fujian Province Xiamen Branch for 8 years, then as General Manager at Sinopec Fujian Province Xiamen Fuel Oil Co. Ltd. for 3 years, before accepting a management appointment at Xiamen City Xinyifeng Petrochemy Co. Ltd.

Following two decades in the petrochemical industry, Mr Huang established Xiamen City Longjiang Industrial Products Co. Ltd., a company focussed on the manufacture of industrial products.

Mr Huang has comprehensive and rich experience in marketing and management.

Mr Huang is an Independent Non-executive director of the Company, and is free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with the independent exercise of his judgment.

**Mr Huang is a member of the following Mazu Alliance Limited Board Committee:**

- > Audit and Compliance Committee
- > Risk and Sustainability Committee (Chairman)
- > Remuneration Committee



**HONG WEI**

INDEPENDENT  
NON-EXECUTIVE DIRECTOR  
Xiamen, China

Mr Wei is a well-known interior designer in Xiamen, having won numerous industry awards in China with his popular designs. Mr Wei graduated from Fujian Province University of Art & Design, obtaining a Bachelor Degree in Interior Design.

In 1996, he established Caogu Interior Design (Xiamen) Co Ltd, and it quickly became famous in the design industry in Xiamen. With the rapid development of the company's scale and influence, in 2006, the company changed its name to Jinsutang Design (Xiamen) Co Ltd, and focussed on providing quality professional interior design services for domestic and international customers.

Since 2003, Mr Wei has designed more than one hundred major projects in Xiamen, Beijing and elsewhere.

Mr Wei is an Independent Non-executive director of the Company, and is free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with the independent exercise of his judgment.

**Mr Wei is a member of the following Mazu Alliance Limited Board Committees:**

- > Public Affairs Committee
- > Religious Affairs Committee
- > Nomination Committee
- > Finance and Treasury Committee



## 7.1 Board of Directors *continued*



**LYNN XU**  
INDEPENDENT  
NON-EXECUTIVE DIRECTOR  
Sydney, Australia

Ms Xu is an international education consultant. She has lived and worked between Australia and Asia for over 10 years.

Ms Xu was the co-founder of Study Vision, a well known public-private partnership in the international education sector.

She advises various public and private sector education and media organisations as well as government departments.

She currently specialises in strategic marketing, the establishment and management of offshore education sector investments, and merger and acquisition activity in the education services sector.

Ms Xu is an Independent Non-executive director of the Company, and is free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with the independent exercise of her judgment.

**Ms Xu is a member of the following Mazu Alliance Limited Board Committees:**

- > Remuneration Committee (Chair)
- > Public Affairs Committee (Chair)
- > Business Strategy Committee
- > Religious Affairs Committee



**TOM XU**  
INDEPENDENT  
NON-EXECUTIVE DIRECTOR  
Sydney, Australia

Mr Xu established the Eastern Culture Bookstore chain, as well as a chain of eastern styled gift stores. He established Australia Modern Education Press, and also established Austrial GMP Health Products Co Ltd including seven branches in Sydney.

Mr Xu was elected Vice-Chairman of the Fujian Industrial and Commercial Union in Australia, and the first Australia Chapter President of Fujian Agriculture and Forestry University Alumni Association.

Mr Xu has been engaged as a consultant by Fujian Agriculture and Forestry University.

Mr Xu also has 5 years experience in the Australian wine industry, and is the Chief Representative in China of the South Australian Wine Group.

Mr Xu is also a Justice of the Peace.

Mr Xu is an Independent Non-executive director of the Company, and is free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with the independent exercise of his judgment.

**Mr Xu is a member of the following Mazu Alliance Limited Board Committees:**

- > Audit and Compliance Committee (Chairman)
- > Remuneration Committee
- > Nomination Committee
- > Public Affairs Committee





**YONG TENG DIXIE KOR**  
NON-EXECUTIVE DIRECTOR  
Singapore

Mr Kor has a degree from Singapore University, majoring in the study of timber species of South East Asia. He is a licensed timber grader. Mr Kor worked for BHP Trading (S.E. Asia) Pte Ltd, a wholly owned subsidiary of BHP Billiton Limited. He oversaw the expansion of that company into timber operations, a new area of operations for BHP. He then joined Atura Nambawan Pty Ltd in Papua New Guinea as Director and General Manager. That company harvested and exported timber worldwide.

Mr Kor has managed timber operations and timber for housing projects for over 30 years, and has travelled extensively in the Asian Pacific region in the conduct of that business.

Mr Kor is a non-executive Director of the Company.

Mr Kor is a member of the following Mazu Alliance Limited Board Committees:

- > Audit and Compliance Committee
- > Risk and Sustainability Committee
- > Business Strategy Committee
- > Finance and Treasury Committee



**RAYMOND TAYLOR**  
COMPANY SECRETARY  
Sydney, Australia

Mr Taylor holds a Bachelor of Economics, a Master of Commerce and a Graduate Diploma of Company Secretarial Practice from the Chartered Institute of Company Secretaries Australia.

Mr Taylor is also a Member of the Institute of Public Accountants, a holder of an Accounting Public Practice Certificate, a qualified CPA, and a Member of the Institute of Company Secretaries.

Mr Taylor has extensive experience in the compliance and financial management of listed public companies.



## 7.2 Senior Management

The Senior Management of the Company is comprised of an executive with expertise and management skill in the following disciplines: Operations, Art, Finance, Law, Technology, Marketing, and Administration.

The Senior Management team is comprised of the following people:



**CHUNG CHI CHAN**  
CHIEF OPERATING OFFICER  
Hong Kong



Mr Chan is an engineer. He graduated from Fuzhou University in China, and majored in Mechanical Engineering.

Mr Chan has over 40 years experience in engineering and manufacturing.

For 23 years he served as General Manager of Jietai Enterprise Co Ltd, and currently serves as Chairman of Jietai Industrial Group Co Ltd.

Between 1993 and 2012, Mr Chan served for seven years as a member of the Chinese People's Political Consultative Conference of Sanming, and for a further twelve years as a member of the Standing Committee of the National People's Congress of Sanming.

**He has also served or is currently serving as:**

- > Member of the Standing Organizing Committee of Chinese Patriotic Geniuses to Serve the Motherland
- > Executive director of Fujian Overseas Friendship Association
- > Executive director of Fujian Overseas Exchange Association
- > Director of Industrial and Commercial Bureau of Fujian Association in Hong Kong
- > Vice President of Sanming Overseas Friendship Association
- > Honorary President of Sanming Federation of Fujian in Hong Kong
- > Municipal Consultant of Changhua Municipal Government in Taiwan
- > Honorary Chairman of Macau ASEAN International Chamber of Commerce
- > Secretary of the Office of China Cross-strait Exchange Joint Services

Mr Chan was also awarded the title of National Advanced Patriotic Entrepreneur.



**YONGZHAO WANG**

CHIEF ART OFFICER  
Fuzhou, China

Mr Wang is a Professor of Art, and has been engaged in the research and creation of Chinese calligraphy and painting for over 40 years.

**He is also:**

- > Fujian Chinese People's Political Consultative Committee Studio Artist
- > Rector of Fujian Mindu Painting Institute.
- > Member of Fuzhou Chinese People's Political Consultative Committee History
- > Member of Chinese Calligraphers Association

**His work is extensively collected, and he is represented in:**

2006 The Great Hall of the People (3 calligraphy works)

**He is published in the following books, films and documentaries:**

- 1993 Book titled 'Wang Yongzhao Golden Stone Calligraphy and Painting Florilegium'
- 1994 TV feature 'The Black and White Dream of Wang Yongzhao'
- 1995 TV feature 'Life is Flying in Calligraphy and Painting'
- 1996 British Cambridge International 'Who's Who'
- 1997 Newspaper feature 'Beautiful Soul History On Wang Yongzhao' by Professor Xu Huaizhong, Chairman of Fujian Literary and Artistic Federation
- 2006 Book titled 'Balance of Art'

**His work has won the following awards:**

- 1989 Awarded first prize in Japanese Calligraphy Exhibition
- 1992 Awarded the optimal works prize in Hong Kong Calligraphy Exhibition
- 2005 Awarded the Golden Prize in Notables Ink Painting Fair of Asian Pacific Region
- 2005 'Chinese Contemporary Calligraphy and Painting Outstanding Achievement Prize' from the Chinese Calligraphy and Painting Association
- 2007 Awarded the Creative Golden Prize of the First China Guoxue Prize

**He was been awarded the following honours:**

- 1996 Lifetime Member of American International Notables Biography Center
- 2000 Awarded the honour of 'Artistic Educational Advanced Individual' by State Department of Education
- 2005 Awarded the honour of 'Chinese Contemporary Outstanding Artist' by the Chinese Creative Artist Association
- 2008 China Guoxue Association awarded him the honour of 'Famous Guoxue Savan'
- 2008 Chinese Calligraphy and Painting Seminar awarded him the honour of 'Calligraphy and Painting Master'

**He has held the following engagements:**

- 1992 to 1995 Employed by South Korea International Art Center as 'Retained Writer for Famous Works Calligraphy and Painting'
- 2006 Employed by 'Chinese Notables Calligraphy and Painting' as the honourable rector

**He has held the following exhibitions and appearances:**

- 1996 Created 42m x 12m giant calligraphy 'Fantasy Mid-autumn' at Fujian Hot Springs Hotel mid-autumn soiree
- 1997 Calligraphy and Painting Exhibition





## 7.2 Senior Management *continued*



**BINGZHU GUO**  
CHIEF FINANCIAL OFFICER  
Xiamen, China

Mr Guo graduated from Huaqiao University in Fujian, China with a Bachelor of Laws. In addition to his legal qualifications, Mr Guo is also a chartered accountant, and is admitted as a CPA by the Chinese Institute of Certified Public Accounts. He has over 20 years experience in the accounting industry, both as an accountant and an auditor.

**During his career, he has won various awards for excellence in both the public sector and private industry, including:**

- 1992 Excellence in Public Service
- 1995 Excellence in Auditing
- 2002 Excellence in Accounting.

Mr Guo has served as Deputy Director of Xiamen Tong'an Audit Firm, an audit firm in Xiamen, China.



**SONGSAN WANG**  
CHIEF LEGAL OFFICER  
Xiamen, China

Mr Wang is a licensed lawyer practising in Xiamen, China. He graduated from the Law Faculty of Xiamen University, majoring in International Economic Law.

Prior to entering private practice, Mr Wang had extensive experience at Beijing People's Court, Xiamen Intermediate People's Court, Huli District People's Court and the Economic Trial Court.

He is also highly experienced in matters relating to foreign investment and trade. He has worked for the management agency of Xiamen Xiangyu Tariff-Free Zone Management Committee, and has handled many cases involving matters of foreign investment, foreign exchange and taxation.

Mr Wang has represented numerous multinational corporations involved in the automobile industry, aviation industry and pharmaceuticals industry, as well as other foreign companies and state-owned enterprises.



**CHIEN-LUNG MA**  
CHIEF MARKETING OFFICER  
Taichung, Taiwan ROC

Mr Ma is an experienced business manager and marketing officer. He graduated from Feng Chia College in Taichung, majoring in statistics.

**Mr Ma's experience includes the following positions:**

- > Manager of Operations Department of Taiwan Sencan Group
- > Executive Director of Taiwan Fugeng International Corp.
- > Project Manager of Republic of China Consumer Welfare Development & Promotion Association
- > Project Manager of Chinese Water Biotech Co. Ltd
- > CEO of Wanlida Digital Marketing Co. Ltd
- > Business Manager of Fujian Taiyun Agricultural Science & Technology Co. Ltd.

Mr Ma has developed an extensive network of business contacts in both Taiwan and mainland China.

Mr Ma is also a certified insurance broker and a licensed real estate broker. He is involved in the organisation of religious activities in his community.



**DUANFENG ZENG**

CHIEF TECHNOLOGY OFFICER  
Quanzhou, China

Mr Zeng is a qualified engineer. He graduated from Nanjing University in 1989.

Mr Zeng has some 45 years experience in the construction business, including over 30 years experience in various engineering, planning, management and directorship roles in property development projects. His experience extends to planning of development zones, development and construction of industrial, commercial and residential complexes. He also has experience in the planning and construction of tourist projects including hotels and hot spring resorts.

He is currently the Chairman of Shenzhen Intelink Investment Co Ltd.



**LISA LUO**

ADMINISTRATION MANAGER  
Xiamen, China

Ms Luo is an economist. She graduated from Yunnan University in China with a Bachelor of Economics, majoring in International Trade.

Ms Luo has recently worked for the Xiamen Cross-Strait Regional Cooperation & Exchange Center, an organisation that undertakes cultural consultations for Chinese and Taiwanese clients, and provides studies and advice on matters of economic and cultural cooperation between the regional economies of Taiwan and mainland China.

She also has five years experience in administrative management.



## 7.3 Advisory Board

The Company has an Advisory Board of senior political, financial and business leaders that act as mentors and offer their input, ideas and expert advice to the Board of the Company.

The Advisory Board is comprised of the following people:



**CHIENFU CHIU**  
GOVERNOR OF ADVISORY BOARD  
Changhua, Taiwan ROC



Mr Chiu is a career politician, and is currently serving as Mayor of Changhua city in Taiwan. He is a member of Democratic Progressive Party.

He graduated with a Master's Degree in Business from the Institute of International Business, Dayeh University, in Taiwan.

Prior to his election as Mayor of Changhua in 2010, he served as a councillor for eight years, and developed a strong record as a promoter of construction and economic development. His support base emanates from a wide range of political and business relationships, religious believer bases and religious relationship resources in Taiwan.

In addition to his political roles, Mr Chiu has been involved in over 70 communal organisations, including the Junior Chamber of Commerce, various democratic associations, charitable organisations, temple management committees, parent organisations and alumni bodies.

Mr Chiu is the senior administrative officer for 18 temples in Changhua city including Changhua Nanyao Temple. He has the support of numerous believers in all regions of Taiwan, and is very familiar with the rituals and ceremonies of various religious denominations. He is actively involved in developing religious exchanges, and developing cultural and religious tourism.





**LI-HUA LIN**

ADVISORY BOARD MEMBER  
Changhua, Taiwan ROC

Ms Lin is the Manager of Jiuru Suits Company in Taiwan. In addition, she is also the President of Changhua County Occupational Federation of Trade Unions.

**She also currently holds the following positions and memberships:**

- > Member of National Federation of Trade Unions for the Republic of China
- > Member of Taiwan Federation of Trade Unions
- > Convener for Supervisors Board of Women Leaders Association of Taiwan Trade Union
- > Executive member of Changhua County Federation of Trade Unions
- > President of Changhua County Rehearsal Association
- > Executive member of Trade Union for Changhua County Suit Industry
- > Member of Gender Equality Work Committee of Changhua County
- > Member of General Three-prince Electronic Music Group of Changhua Nanyao Temple.



**YUNG-CHING WANG**

ADVISORY BOARD MEMBER  
Changhua, Taiwan ROC

Mr Wang graduated from Changhua Business College of Taiwan. Mr Wang is the General Manager of Pan-Am Travel Service Co Limited. He has served at that company for the past 24 years.

Mr Wang is a veteran of Taiwan's tourism industry, and in addition to his mastery of the tourism market within Taiwan, he has extensive experience in the cross-strait tourism sector.

Mr Wang also has extensive relationships within Taiwan's political, business and public spheres.

**Mr Wang currently holds or has held the following positions:**

- > Chairman of the second session for Taiwan Changhua County Travel Association
- > Chairman of the fifth and sixth session for Taiwan's Changhua County Tourism Association
- > Adviser of Taiwan Changhua County Government
- > Supervisor of the Republic of China Travel Quality Assurance Association
- > Member of the Republic of China Tourism Manager Association
- > Adviser of China Cross-Strait Travel Association
- > Consultant of Taiwan Changhua Government Municipal Tourism
- > 13th Chairman of Changhua Junior Chamber International Special Friends Conference of Taiwan
- > 18th President of the Changhua County Lions Club of Taiwan
- > Senator of International Junior Chamber for Republic of China Association
- > The C3 District Policy Adviser of International Lions Club 300
- > Executive Director of Taiwan Changhua City Chang'an Community Development Association



## 7.3 Advisory Board *continued*



**VIRGINIA LAM LAI-KUEN LO**

ADVISORY BOARD MEMBER  
Sydney, Australia

Ms Lo is the Asian Marketing Manager of an international cosmetics company, and an active organiser and leader of the Chinese community in Sydney, Australia.

Ms Lo has extensive experience in the instigation, management and promotion of religious and cultural activities between Australia and China. She coordinates regular travel for religious worship to India for a large believer base. Ms Lo also hosts a religious programme on 2CR China Radio Network Pty Ltd.

Ms Lo established Australia Chinese Day, and is the promoter of One World Chinese Activities, with each event attracting crowds in excess of 10,000.

She established Australia Guanyin Temple and the Guanyin Temple's Chinese School. In 1993, she established the Australia Buddhism Magazine, and is also the founder of the Multicultural Sea Scouts.

Ms Lo is also a Justice of the Peace.

**Ms Lo is currently:**

- > President of the Australia Xinhui Society Ltd
- > Honorary President of the Australia Sydney Jiangmen Youth Association
- > President of the Australian Li Yugang Fan Club
- > Patron of the Australian-Chinese Charity Foundation Inc.

**Ms Lo has previously held the following positions:**

- > Vice President of the Australia Chinese Community Association
- > Chairman of China Vision



**ZHIQIANG MA**

ADVISORY BOARD MEMBER  
Xiamen, China

Mr Ma graduated from Fujian Normal University with a Bachelor of Science majoring in Chemistry, and has postgraduate qualifications in Tourism Management from Huaqiao University in Fujian. Mr Ma is currently a Visiting Research Fellow for Huaqiao University.

Mr Ma currently serves as the General Manager of Xiamen Chunhui International Travel Agency Co Ltd, one of only four operators in Fujian Province licensed to organise tourism travel to Taiwan. He has extensive experience in tourism, and is very familiar with Taiwan's tourism market.

**He also currently holds the following positions:**

- > Chairman of Xiamen Young Cross-strait Exchange Association
- > Vice-Chairman of Xiamen City Integrity Promotion Association
- > Deputy Chief Supervisor of Xiamen Municipal Young Chamber of Commerce
- > Vice-Chairman of Fujian Province Travel Agency Affiliates

Mr Ma has previously served as the Executive Secretary of the Communist Youth League of China Xiamen Municipal Xiamen Youth Palace, and as an Officer of Xiamen Municipal General Labor Union and Xiamen Municipal Worker Cultural Palace.



**JIYOU ZHENG**

ADVISORY BOARD MEMBER  
Xiamen, China

Mr Zheng is a talented calligrapher and painter. He studied at the China Calligraphy and Painting Correspondence University, majoring in Calligraphy and Painting.

He specialises in the Chinese Taoist and Buddhist figures in classical portraits. His work has been exhibited in national, provincial and municipal exhibitions, and has won him numerous awards.

Mr Zheng has published *Zheng Jiyou Paintings*, and held numerous individual exhibitions.

He is renowned for his integration of traditional Chinese painting and calligraphy art into modern commercial applications, in particular, the real estate industry, the construction of tourist attractions and at religious sites. Whilst maintaining empathy for the classic Chinese culture in his calligraphy and painting, he is able to integrate his cultural and artistic creations into the edification of modern culture.

In addition to his fame as a folk calligrapher, he is also the Chief Marketing Officer for Xiamen Nanfu Real Estate Co Ltd.



**MEI-FONG CHU**

ADVISORY BOARD MEMBER  
Kinmen, Taiwan ROC

Ms Chu is a politician, media professional, journalist, television presenter and activist for humanitarian causes.

Ms Chu graduated with a Masters Degree in Chinese Language and Literature from the National Chengchi University (NCCU) in Taiwan. She also holds a Masters Degree in Public Administration from Metropolitan State University in Minnesota, USA. In 2009, Ms Chu obtained a Doctorate from Oxford University in UK.

She is fluent in Chinese, Taiwanese and English.

**Ms Chu has held the following positions:**

- > Deputy Director of Macau Asia Satellite Television (MASTV)
- > Anchor, Taiwanese Television Station (CSTV)
- > Councillor of Taipei Parliament
- > Director of Cultural Affairs Bureau of Hsinchu City
- > Professor of Communication College of Shih Hsin University (SHU) in Taiwan
- > Professor of National Quemoy University (NQU) in Kinmen, Taiwan
- > Special Secretary of Kinmen County Parliament
- > Director of Asia-Pacific Policy Research Office of Solomon Ortiz, member of the U.S. Congress (now retired)

In 1997, Ms Chu was invited by the United States Congress to participate in the second inauguration of President Bill Clinton, and she was also invited to deliver a parliamentary address in Texas, USA.

In 2012, Ms Chu led a Chinese delegation to the Philippines to protest against Philippine hostilities inflicted on Taiwanese fisherman. Her actions attracted the attention of the international media and resulted in an apology from the President of the Philippines and compensation for the victims' families.



## 7.4 Religious Advisory Council

The Company has appointed a Religious Advisory Council comprised of eminent members of the broad Mazu community and theologians. Their role is to ensure that the activities of the Company are consistent with the ethos and beliefs for worship of the goddess Mazu.

The Religious Advisory Council is comprised of the following people:



**BANRUO SHI**  
RELIGIOUS ADVISORY COUNCIL CONVENOR  
Sydney, Australia



Mr Shi is the abbot of the Prajna Monastery of Australia Inc.

Mr Shi graduated from the Buddhist College of Fujian in China in 1991, and later served for three years as an officer for educational administration. In 1994, he migrated to Australia at the invitation of the Zanghui Master of Huazang Temple in Australia, where he served as the vice-abbot. In 2006 he became the abbot, after returning from three years of further overseas education at the Nanputuo Buddhist College of Taiwan where he studied under a famous Daohai elder for Lv'xue Buddhism.

Mr Shi taught Buddhism at the University of New South Wales, Sydney University and Macquarie University.

His other appointments include:

- > Religious Counsellor in the Olympic Village for the Sydney Olympic Games
- > Buddhist Police Chaplain at Sydney Police Headquarters, Parramatta
- > Religious Counsellor of Concord Hospital
- > Religious Counsellor of Australia-China Culture Association





## Board, Management & Corporate Governance



**KEKE HUANG**

RELIGIOUS ADVISORY COUNCIL  
ASSOCIATE  
Beijing, China

Prof. Huang is a Professor of Humanities in the Renmin University of China. His principal academic endeavours relate to the principles of religion, and history relating to the spread of Buddhism.

**Prof. Huang's main writings are:**

- > Religious Principles Guide
- > Four Famous Mountains of Chinese Buddhism
- > Wonderland of Religious Buildings
- > He has also performed the following major translations:
- > China's Culture and Religion
- > Cultural Science
- > Psychology and Folklore

**His main professional works are:**

General planning and design of the Oriental Chan Garden in Zhaoqing, Guangdong  
General planning of South Sea Goddess of Mercy in Sanya, Hainan  
Planning of Lingshan Grand Buddha scenic area in Wuxi, China  
General planning of Lushan Grand Buddha scenic area in Henan, China

Mr Zeng is a qualified engineer. He graduated from Nanjing University in 1989.

Mr Zeng has some 45 years experience in the construction business, including over 30 years experience in various engineering, planning, management and directorship roles in property development projects. His experience extends to planning of development zones, development and construction of industrial, commercial and residential complexes. He also has experience in the planning and construction of tourist projects including hotels and hot spring resorts.



**SHANWEN ZHANG**

RELIGIOUS ADVISORY COUNCIL  
ASSOCIATE  
Fuzhou, China

Mr Zhang is the director of the Institute in Fujian Normal University. He holds a Master of Arts from the Fujian Normal University.

Mr Zhang is also a professor at the College of Liberal Arts, a doctoral tutor on ancient classical literature of China, and a leading authority on Chinese philology. He has given several overseas lecture tours in the United States, Malaysia, South Korea and Taiwan.

**Mr Zhang also currently holds, or has held, the following positions:**

- > Special editor of the national *Continuation of the Si Ku Quan Shu* for the Freelance Editorial Ministry
- > Vice President of Chinese Book of Changes Society
- > Academic member of the Institute of the Oriental International I Ching

He is the author of numerous extensively published books that have been translated into multiple languages, as well as the author of 13 Talking Books and more than 100 papers. Mr Zhang is also the winner of numerous prizes for academic achievement.



**JINDING XU**

RELIGIOUS ADVISORY COUNCIL  
ASSOCIATE  
Xiamen, China

Professor Xu holds a Bachelor of History from Sun Yat-sen University, a PhD in History from Xiamen University, and a Master of Laws from Renmin University, one of the most prestigious universities in China. Renmin University has consistently ranked among the top three most selective Chinese universities in the liberal arts and social sciences.

Professor Xu currently serves as a professor at the Institute of Overseas Chinese of Huaqiao University and as curator of the Siduan Cultural Relics Museum of Huaqiao University.

Professor Xu has participated in and chaired a number of national and provincial projects.

His research focuses on Chinese modern social and cultural changes, the social history of the region and overseas Chinese studies, and he is the author of 14 major published works.

**Professor Xu is currently:**

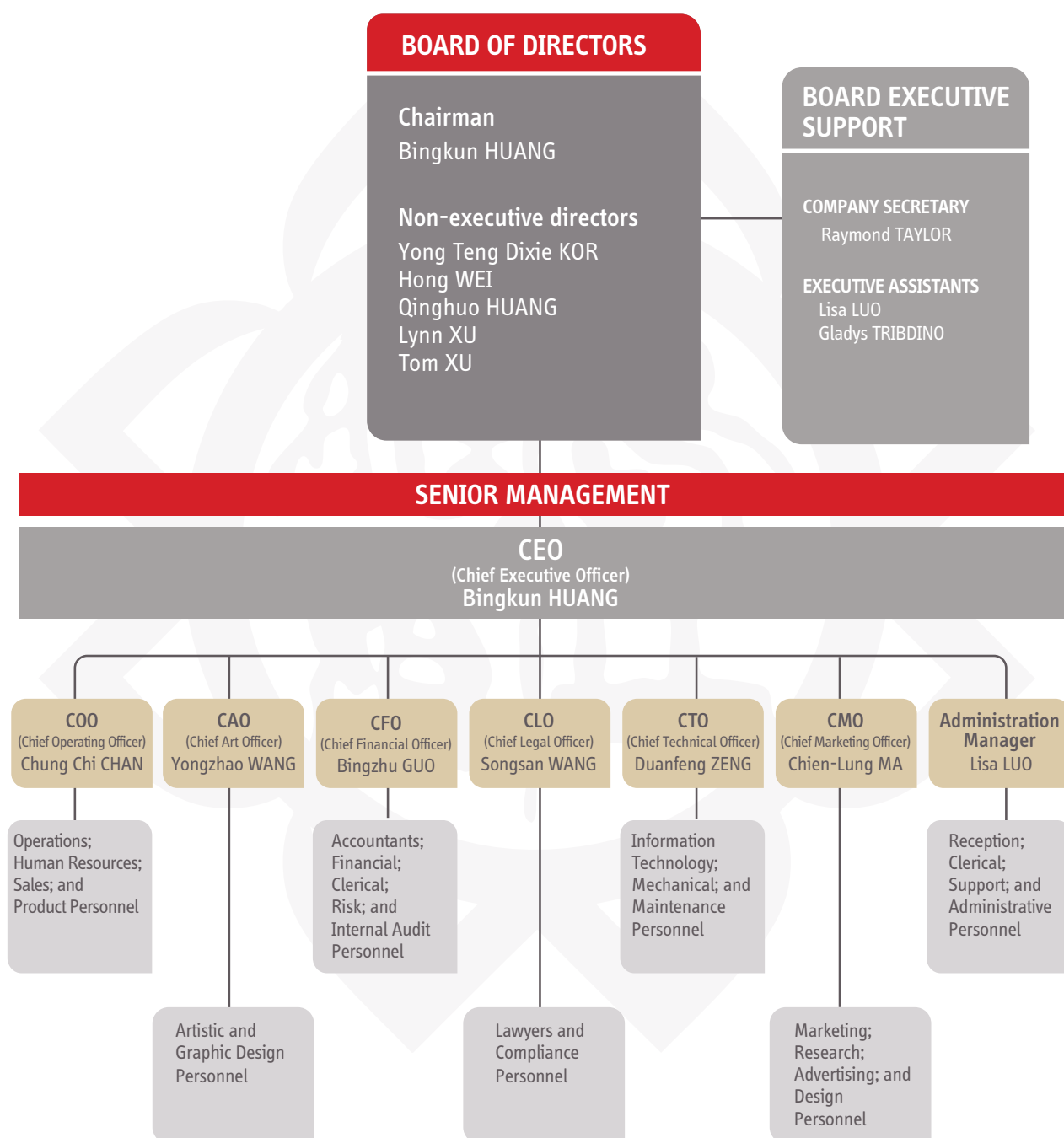
- > Executive Director of History Association of Overseas Chinese in China
- > Vice-Chairman of Xiamen City Overseas Chinese History Association
- > Member of Social and Scientific Committee of Jimei District in Xiamen

**Professor Xu is also a member of the following academic groups:**

- > Chinese Overseas Studies Transportation History
- > China Folklore Society
- > China Overseas Chinese Historical Society



## 7.5 Organisational Chart





## Organisational Chart



## 7.6 Interests and Benefits

### Remuneration of Executive Directors

Mr Huang has a significant interest in the securities of the Company.  
Details of other payments to Mr Huang are also set out in the tables below.

#### Financial Year 2015 YTD (Year to date)

Executive Director	Director Fees & Salaries	Superannuation	Non-cash Incentives	Other remuneration related to the Director
Bingkun HUANG	\$5,100	Included in salary figure	Nil	Nil

#### Post Re quotation (Annualised)

Executive Director	Director Fees & Salaries	Superannuation	Non-cash Incentives	Other remuneration related to the Director
Bingkun HUANG	\$336,000	Included in salary figure	Bonuses as approved from time to time	Nil

### Remuneration of Non-Executive Directors

The Constitution of the Company provides that the non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting. The current aggregate maximum is \$150,000.

Remuneration for non-executive directors is as follows:

#### Financial Year 2015 YTD (Year to date)

Non-Executive Director	Director Fees	Superannuation	Non-cash Incentives	Other remuneration related to the Director
Yong Teng Dixie KOR	Nil	Nil	Nil	Nil
Qinghuo HUANG	Nil	Nil	Nil	Nil
Hong WEI	Nil	Nil	Nil	Nil
Lynn XU	Nil	Nil	Nil	Nil
Tom XU	Nil	Nil	Nil	Nil

#### Post Re quotation (Annualised)

Non-Executive Director	Director Fees	Superannuation	Non-cash Incentives	Other remuneration related to the Director
Yong Teng Dixie KOR	\$10,000	\$1,000	Bonuses as approved from time to time	Nil
Qinghuo HUANG	\$10,000	\$1,000	Bonuses as approved from time to time	Nil
Hong WEI	\$10,000	\$1,000	Bonuses as approved from time to time	Nil
Lynn XU	\$10,000	\$1,000	Bonuses as approved from time to time	Nil
Tom XU	\$10,000	\$1,000	Bonuses as approved from time to time	Nil





The Directors may be reimbursed for all travelling and other expenses they incur in attending Director's meetings, meetings of any committee of the Directors or any general meetings of the Company or otherwise in connection with the Company's business. A Director may also be paid such special or additional remuneration as the Directors decide, if the Director performs extra services or makes any special exertions for the benefit of the company. Such amounts do not form part of the aggregate remuneration permitted under the Constitution.

## Remuneration of Senior Management

### Financial Year 2015 YTD (Year to date)

Manager	Salary	Superannuation	Bonus	Non-cash incentives
Chung Chi CHAN (COO)	Nil	Nil	Nil	Nil
Bingzhu GUO (CFO)	Nil	Nil	Nil	Nil
Songsan WANG (CLO)	Nil	Nil	Nil	Nil
Yongzhao WANG (CAO)	Nil	Nil	Nil	Nil
Duanfeng ZENG (CTO)	Nil	Nil	Nil	Nil
Chien-Lung MA (CMO)	Nil	Nil	Nil	Nil
Lisa LUO (Admin Mgr)	\$1,800	\$450	Nil	Nil
Raymond TAYLOR (Company Secretary)	\$6,500 +GST	Nil	Nil	Nil

### Post Requisition (Annualised)

Manager	Salary	Retirement Fund	Bonus	Non-cash incentives
Chung Chi CHAN (COO)	\$30,000	\$9,600	\$7,500	\$50,000
Bingzhu GUO (CFO)	\$24,000	\$7,680	\$2,000	\$5,400
Songsan WANG (CLO)	\$20,000	\$6,400	\$1,500	\$4,500
Yongzhao WANG (CAO)	\$6,000	\$1,920	\$1,500	\$4,500
Duanfeng ZENG (CTO)	\$12,000	\$3,840	\$1,200	\$4,500
Chien-Lung MA (CMO)	\$12,000	\$3,840	\$1,200	\$4,500
Lisa LUO (Admin Mgr)	\$12,000	\$3,840	\$1,200	Nil
Raymond TAYLOR (Company Secretary)	\$110,091	\$9,908	Bonuses as approved from time to time	\$59,000

## Remuneration of Advisory Board

Members of the Advisory Board are not paid any remuneration by the Company. They are reimbursed for all travelling and other expenses they incur in attending meetings of the Advisory Board, meetings with the Board of the Company, general meetings of the Company or otherwise in connection with the Company's business.

## Remuneration of Chief Religious Advisers

The Chief Religious Advisers are not paid any remuneration by the Company. They are reimbursed for all travelling and other expenses they incur in attending meetings with the Religious Advisory Council, meetings with the Board of the Company, general meetings of the Company or otherwise in connection with the Company's business.



### Security Interests of Directors

The Directors of the Company have interests in the following securities:

Director	Interest in Shares	Interest in Options
Bingkun HUANG	60,000,000 Shares (Direct interest)	29,700,000 B Class Options (Direct interest)
Yong Teng Dixie KOR	888,888	Nil
Qinghuo HUANG	Nil	Nil
Hong WEI	Nil	Nil
Lynn XU	Nil	Nil
Tom XU	Nil	Nil

### Security Interests of Senior Management

Members of Senior Management of the Company have interests in the following securities:

Manager	Interest in Shares	Interest in Options
Chung Chi CHAN (COO)	Nil	Nil
Bingzhu GUO (CFO)	Nil	Nil
Songsan WANG (CLO)	Nil	Nil
Yongzhao WANG (CAO)	Nil	Nil
Duanfeng ZENG (CTO)	Nil	Nil
Chien-Lung MA (CMO)	Nil	Nil
Lisa LUO (Admin Mgr)	4,153,704 Shares	Nil

Members of Senior Management of the Company are incentivised with the ability to accrue securities in the Company to the value set out in a table above showing *Non-cash Incentives for Senior Management for the year ending 30 June 2013* subject to achieving specified performance criteria.

### Security Interests of Advisory Board

No members of the Advisory Board hold any securities in the Company.

### Security Interests of Religious Advisory Council

No members of the Religious Advisory Council hold any securities in the Company.

### Security Interests of Chief Religious Advisers

No Chief Religious Adviser holds any securities in the Company.



### Voting Power

Of the Directors and Senior Managers that hold Shares in the Company, their voting power is as follows:

Name	Shares (Direct & Indirect)	Current Voting Power	Voting Power following completion of Issue based on Full Subscription
Bingkun HUANG	60,000,000	25.44%	25.22%
Yong Teng Dixie KOR	888,888	0.38%	0.37%
Lisa LUO	4,153,704	1.76%	1.75%

### Interests in Contracts

Other than contracts relating to their engagement by the Company, no Director or Senior Manager in the Company holds any interest in any contracts related to the Company.

## 7.7 Scope and Responsibility of the Board

The Board's role is to:

- > represent shareholders and serve the interests of the Company by overseeing and evaluating the Company's strategies, policies and performance
- > monitor the Company's performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Company's Constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed
- > review and monitor the Company's values culture
- > monitor that shareholders are kept informed of the Company's performance and major developments affecting its state of affairs.

## 7.8 Board Charter and Policy

The Board has a written Charter and policy embodying the principles referred to in *SECTION 7.7* above. Each director has a copy of those documents and is required to acknowledge the principles.

## 7.9 Board Composition

The Board is elected by the shareholders of the Company.

The Board determines its size and composition, subject to the limits imposed by Mazu Alliance Limited's Constitution. The Constitution requires a minimum of three and a maximum of seven Directors. In addition, at least two of the Directors shall ordinarily reside within Australia.

The Board is currently comprised of a Chairman, a Vice-Chairman and five Non-executive directors. The Chairman and Vice-Chairman are Executive Directors.

Nominations for Board members are made by the Nomination Committee, taking into account the gender diversity guidelines.



## 7.10 Committees

Subsequent to preparation of the most recent Annual Report, the Company established the following committees:

### Audit and Compliance Committee

The Company has an Audit and Compliance Committee. Its duties are to assist the Board of Directors in:

- > fulfilling its oversight responsibilities for the financial reporting process
- > the system of internal controls
- > the audit process
- > the Company's process for monitoring compliance with laws and regulations and the code of conduct.

The Audit Committee has a Charter setting out its composition, duties and authority which is available from the Company.

The Audit and Compliance Committee is currently constituted as follows:

Tom XU	Chairman of the Audit and Compliance Committee
Yong Teng Dixie KOR	Member of the Audit and Compliance Committee
Qinghuo HUANG	Member of the Audit and Compliance Committee

### Risk and Sustainability Committee

The Company has a Risk and Sustainability Committee. The role of the Risk and Sustainability Committee, in accordance with the Risk and Sustainability Committee Charter, is to assist the Board in fulfilling its duties in relation to the identification and control of material risks to the Company.

The responsibilities of the Risk and Sustainability Committee are to:

- > oversee the adequacy of the Risk Management System
- > recommend risk capacity and exposure limits
- > oversee allocation of risks between the Board and appropriate Committees
- > oversee the effectiveness of implementation of the Risk Management System
- > receive and review reports concerning the appropriateness of the risk management and compliance framework, policies, processes and assurance, and approve or vary it as necessary.

The Risk and Sustainability Committee has a Charter setting out its composition, duties and authority which is available from the Company.

The Risk and Sustainability Committee is currently constituted as follows:

Qinghuo HUANG	Chairman of the Risk and Sustainability Committee
Yong Teng Dixie KOR	Member of the Risk and Sustainability Committee
Bingkun HUANG	Member of the Risk and Sustainability Committee

### Remuneration Committee

The Company has a Remuneration Committee. Its purpose is to assist and advise the Board on remuneration packages and policies applicable to the CEO, senior executives and the Directors themselves.

The Remuneration Committee has a Charter setting out its composition, duties and authority.

The Remuneration Committee is currently constituted as follows:

Lynn XU	Chairman of the Remuneration Committee
Qinghuo HUANG	Member of the Remuneration Committee
Tom XU	Member of the Remuneration Committee





## Nomination Committee

The Company has a Nomination Committee. Its purpose is:

- > to identify candidates for appointment to the Board to fill casual vacancies
- > to assist in recruiting the Chief Executive Officer and other candidates for senior management positions
- > the assessment of the necessary and desirable competencies of Board members
- > review of Board succession plans
- > evaluation of Board's performance
- > annual review of the performance, qualifications and contribution of each Director
- > recommendations for the appointment and removal of Directors
- > recommendations to the Board regarding review of the composition of committee memberships
- > review and discussion with the Board and senior executives regarding plans for professional development and corporate succession.

Notwithstanding any recommendations by the Committee and appointments to the Board, shareholders are able to vote for representation on the Board of the Company, although it is accepted that the Board will play a role in facilitating this process. The Nomination Committee will assist the Board in performing this role.

The Nomination Committee has a Charter setting out its composition, duties and authority.

The Nomination Committee is currently constituted as follows:

Tom XU	Chairman of the Nomination Committee
Bingkun HUANG	Member of the Nomination Committee
Hong WEI	Member of the Nomination Committee

## Public Affairs Committee

The Company has a Public Affairs Committee. Its purpose is:

- > to oversee the Company's policies and programmes related to corporate citizenship, social responsibility and public policy issues considered significant to the Company such as sustainability and environmental responsibility
- > philanthropic and political activities and contributions.

The Public Affairs Committee has a Charter setting out its composition, duties and authority.

The Public Affairs Committee is currently constituted as follows:

Lynn XU	Chair of the Public Affairs Committee
Hong WEI	Member of the Public Affairs Committee
Tom XU	Member of the Public Affairs Committee

## Religious Affairs Committee

The Company has a Religious Affairs Committee. The development of a religious site raises many potential issues relating to the possible conflict between religious and commercial activities. The role of the Religious Affairs Committee is to:

- > ensure that the development of Mazu City is done in such a way that the longstanding practices of worship of Mazu on the site are not impeded
- > ensure that the activities on site are consistent with the longstanding practices of worship of Mazu on the site
- > ensure that any use of the Mazu name is compatible with longstanding practices of worship of Mazu
- > liaise with the Company's Religious Advisory Council.

The Religious Affairs Committee has a Charter setting out its composition, duties and authority.

The Religious Affairs Committee is currently constituted as follows:

Bingkun HUANG	Chairman of the Religious Affairs Committee
Hong WEI	Member of the Religious Affairs Committee
Tom XU	Member of the Religious Affairs Committee



### Business Strategy Committee

The Company has a Business Strategy Committee. The Business Strategy Committee currently comprises one Non-executive director and two Executive Directors of whom one is the CEO.

The role of the Business Strategy Committee is to advise and consult with management in determining the Company's business development strategy for consideration by the Board.

While the strategy of the Company is a primary concern of the Board, it is considered that a formalised process of consideration and recommendation adds value to the process.

The Business Strategy Committee has a Charter setting out its composition, duties and authority which is available from the Company.

The Business Strategy Committee is currently constituted as follows:

Bingkun HUANG	Chairman of the Business Strategy Committee
Yong Teng Dixie KOR	Member of the Business Strategy Committee
Lynn XU	Member of the Business Strategy Committee

### Finance and Treasury Committee

The Company has a Finance and Treasury Committee. The purpose of the Finance and Treasury Committee is to oversee all areas of corporate finance for the Company and its subsidiaries, including capital structure, equity and debt financings, capital expenditures, cash management, banking activities and relationships, investments, foreign exchange activities and share repurchase activities.

The Finance and Treasury Committee has a Charter setting out its composition, duties and authority which is available from the Company.

The Finance and Treasury Committee is currently constituted as follows:

Bingkun HUANG	Chairman of the Finance and Treasury Committee
Hong WEI	Member of the Finance and Treasury Committee
Yong Teng Dixie KOR	Member of the Finance and Treasury Committee





## 7.11 Corporate Governance Statement

The Company abides by the following Corporate Governance Statement:

### 1. Framework and approach to corporate governance and responsibility

- a. The Board of Mazu Alliance Limited is committed to maintaining the highest standards of corporate governance.
- b. Corporate governance is about having a set of values that underpin the Company's everyday activities, values that ensure fair dealing, transparency of actions, and protect the interest of stakeholders. The Board considers corporate governance forms part of a broader framework of corporate responsibility and regulatory oversight. As corporate integrity is under question globally, a genuine commitment to good governance is fundamental to the sustainability of our business and its performance.
- c. In pursuing its commitment to best practice governance standards, the Board will continue to:
  - i Review and improve its governance practices; and
  - ii Monitor global developments in best practice corporate governance.
- d. The Board's approach has been to be guided by the principles and practices that are in our stakeholders' best interests while ensuring full compliance with legal requirements. The best practice guidelines of the ASX, Mazu Alliance Limited's home exchange, have been adopted as the minimum baseline for our governance practices.

### 2. Compliance with the ASX best practice recommendations

This Governance Statement describes the Company's governance practices and notes any instances where they do not comply with the ASX best practice recommendations.

### 3. The Board of Directors

#### a. Respective roles of board and management

The Board sees itself as providing strategic guidance to management of the Company. Senior Management will have day to day control of the Company subject to the strategic guidance of the Board.

#### b. Board size and composition

The Board determines its size and composition, subject to the limits imposed by Mazu Alliance Limited's Constitution. The Constitution requires a minimum of three and a maximum of seven Directors. In addition, at least two of the Directors shall ordinarily reside within Australia. The Company shall comply with best practice gender diversity guidelines.

#### c. The selection and role of the Chairman

The Chairman's role includes:

- i. Providing effective leadership on formulating the Board's strategy;
- ii. Representing the views of the Board to the public;
- iii. Ensuring that, when all Board members take office, they are fully briefed on the terms of their appointment, their duties and responsibilities;
- iv. Ensuring that the Board meets at regular intervals throughout the year, and that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Directors;
- v. Guiding the agenda and conduct of all Board meetings; and
- vi. Reviewing the performance of Board Directors.

#### d. Director's independence

The Board assesses each of the Directors against specific criteria to decide whether they are in a position to exercise independent judgment. Directors are considered to be independent if they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment. Materiality is assessed on a case-by-case basis by reference to each Director's individual circumstances rather than general materiality thresholds. In assessing independence, the Board considers whether the Director has a business or other relationship with Mazu Alliance Limited, either directly, or as a partner, shareholder or officer of a company or other entity that has an interest, or a business or other relationship, with Mazu Alliance Limited.

#### e. Avoidance of conflicts of interest by a Director

In accordance with the Corporations Act 2001, any Director with a material personal interest in a matter being considered by the Board must not be present when the matter is being considered and may not vote of the matter.

#### f. Meetings of the Board and their conduct

The Board meets formally at least four times a year. In addition, it meets whenever necessary to deal with specific matters needing attention between the scheduled meetings. The Chairman and the Company Secretary establish meeting agendas to ensure adequate coverage of financial, strategic and major risk areas throughout the year. The Directors and Company Secretary also maintain informal communications via email and phone.



**g. Succession planning**

The Board plans succession on its own members taking into account the skills, experience and expertise required and currently represented, and Mazu Alliance Limited's future direction. The Board is also responsible for CEO and CFO succession planning (if appointed). This is done with the assistance and advice of the Nomination Committee.

**h. Review of Board performance**

The Board, in conjunction with the Nomination Committee, reviews its overall performance, as well as the performance of individual Directors. The performance of Non-executive directors (including the Chairman) is subject to annual peer review.

**i. Nomination and appointment of new Directors**

Recommendations for nominations of new Directors are made by the Nomination Committee. Those nominated are assessed by the Board against a range of criteria including background, experience, professional skills, personal qualities, whether their skills and experience will augment the existing Board and their availability to commit themselves to the Board's activities. If the Board appoints a new Director during the year, that person will stand for election by shareholders at the next annual general meeting. Shareholders are provided with relevant information on the candidates for election.

**j. Retirement and re-election of Directors**

The Mazu Alliance Limited Constitution states that one-third of the Directors must retire each year. The maximum time that each Director can serve in any single term is three years. Any Director who has been appointed during the year must retire at the next annual general meeting. Eligible Directors who retire each year may offer themselves for re-election by shareholders at the next annual general meeting.

**k. Compulsory retirement of Directors**

The Board has no limit on the number of terms of office which any Director may serve. As required by the Constitution and the ASX Listing Rules, members of the Board must resign and face re-election by shareholders periodically.

**L. Board access to information and Mazu Alliance Limited records**

All Directors have unrestricted access to company records and information and receive regular detailed financial and operational reports. The Mazu Alliance Limited Company Secretary provides Directors with ongoing guidance on issues such as corporate governance, Mazu Alliance Limited's Constitution and the law. The Board collectively, and each Director individually, has the right to seek independent professional advice at Mazu Alliance Limited's expense to help them carry out their responsibilities. While the Chairman's prior approval is needed, it may not be unreasonably withheld and, in its absence, Board approval may be sought.

**4. Non-Compliance with best practice recommendations**

The roles of Chair and the CEO are exercised by the same person, Mr Bingkun Huang, who is an executive of the Company. As the Company is in the early stages of the deployment of its project, the involvement of Mr Bingkun Huang in both of these roles is considered to be advantageous to the Company.

The Company proposes to review this in the future.







## 7.12 Compliance with ASX Corporate Governance Principles and Recommendations

The *ASX Corporate Governance Principles and Recommendations* sets out principles and practices that the ASX recommends for the corporate governance of listed companies. The table below sets out a summary of those matters and contains a statement as to the Company's compliance on each, and where it does not comply, an explanation as to why the Company does not comply.

A number of the recommendations are relatively new and have only been recently adopted by the Company and as such, where applicable, reporting outcomes will be published at the relevant time in the future on the Company's website and or in the Company's future annual reports.

Principle	Details	Compliance by Company
<b>Principle 1</b>	<b>Lay solid foundations for management and oversight</b> A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.	
	<b>Recommendation 1.1:</b> A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<b>Compliance with Recommendation 1.1:</b> The Company complies with Recommendation 1.1. The Company's Corporate Governance Plan includes a Board Charter which discloses the specific responsibilities of the Board. Those responsibilities include determining the strategic direction of the Company and overseeing its management. The Board Charter is set out at <a href="http://www.mazu.com.au/charter/board">www.mazu.com.au/charter/board</a> . The Board delegates responsibility for the day-to-day operations and administration of the Company to the CEO.
	<b>Recommendation 1.2:</b> A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<b>Compliance with Recommendation 1.2:</b> The Company complies with Recommendation 1.2. The Company has a Nomination Committee that is responsible for selection of candidates for board positions, which processes include the undertaking of appropriate checks on the candidates, and an annual review on the performance, qualifications and contribution of each director. The Nomination Committee Charter is set out at <a href="http://www.mazu.com.au/charter/nomination">www.mazu.com.au/charter/nomination</a> . Information on directors is provided in each annual report of the Company. Information on candidates for board positions, as well as on directors facing election or re-election is included in an explanatory statement accompanying the applicable notice of meeting at which the election or re-election is to be held.
	<b>Recommendation 1.3:</b> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<b>Compliance with Recommendation 1.3:</b> The Company complies with Recommendation 1.3. The Company has a written agreement with each director and senior executive setting out the terms of their appointment.
	<b>Recommendation 1.4:</b> The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<b>Compliance with Recommendation 1.4:</b> The Company complies with Recommendation 1.4.
	<b>Recommendation 1.5:</b> A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and	<b>Compliance with Recommendation 1.5:</b> The Company complies with Recommendation 1.5. The Company has a Diversity Policy which provides a framework for establishing measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.



Principle	Details	Compliance by Company
	<p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>As the Company is currently in the process of hiring staff for its new direction, the Company's focus is on hiring those employees and directors most suited to the position and most able to bring value to the Company. Accordingly it may take some time to reach the Company's diversity targets while suitable candidates are sought to help reach those targets.</p> <p>The Company's Diversity Policy is set out at <a href="http://www.mazu.com.au/careers/diversity">www.mazu.com.au/careers/diversity</a>.</p> <p>The Company's diversity objectives and outcomes for the next five years are also set out on the Company's website and can be located from the same URL.</p> <p>The Company is not a "relevant employer" under the Workplace Gender Equality Act.</p>
	<p><b>Recommendation 1.6:</b> A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p><b>Compliance with Recommendation 1.6:</b> The Company complies with Recommendation 1.6. As set out above in relation to Recommendation 1.2, the Company has a Nomination Committee that conducts an annual review on the performance, qualifications and contribution of each director. The Company will disclose in its future annual reports whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>
	<p><b>Recommendation 1.7:</b> A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p><b>Compliance with Recommendation 1.7:</b> The Company complies with Recommendation 1.7. In addition to the Nomination Committee's annual review of the performance, qualifications and contribution of the CEO, the board monitors the ongoing performance of the CEO. The CEO is responsible for the evaluation of the Company's senior executives. The Company will disclose in its future annual reports whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>
<b>Principle 2</b>	<b>Structure the board to add value</b> A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.	
	<p><b>Recommendation 2.1:</b> A majority of the board should be independent directors. The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><b>Compliance with Recommendation 2.1:</b> The Company complies with Recommendation 2.1. The Board has established a Nomination Committee. A key role of the Nomination Committee is to seek out and evaluate potential members of the Board and to make recommendations to the Board in relation to appointments.</p> <p>The Nomination Committee Charter is set out at <a href="http://www.mazu.com.au/charter/nomination">www.mazu.com.au/charter/nomination</a>.</p> <p>The composition of the Nomination Committee is also set out on the Company website and can be located from the same URL.</p> <p>The Company will publish the Nomination Committee meeting convening and attendance information in its future annual reports of the Company.</p>



Principle	Details	Compliance by Company
	<b>Recommendation 2.2:</b> A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<b>Compliance with Recommendation 2.2:</b> The Company complies with Recommendation 2.2. Information on the directors of the Company can be located at <a href="http://www.mazu.com.au/board">www.mazu.com.au/board</a> , and a skills matrix can be located from the same URL. Information on diversity can be located at <a href="http://www.mazu.com.au/careers/diversity">www.mazu.com.au/careers/diversity</a> .
	<b>Recommendation 2.3:</b> A listed entity should disclose: <ul style="list-style-type: none"> <li>(a) the names of the directors considered by the board to be independent directors;</li> <li>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</li> <li>(c) the length of service of each director.</li> </ul>	<b>Compliance with Recommendation 2.3:</b> The Company complies with Recommendation 2.3. Information on the independence of directors of the Company can be located at <a href="http://www.mazu.com.au/board">www.mazu.com.au/board</a> , and relevant information in relation to interests, positions, associations or relationships that, in the opinion of the board, does not compromise the independence of the director and an explanation of why the board is of that opinion, can be located from the same URL. Information on the length of service of each director can also be located from the same URL.
	<b>Recommendation 2.4:</b> A majority of the board of a listed entity should be independent directors.	<b>Compliance with Recommendation 2.4:</b> The Company complies with Recommendation 2.4.
	<b>Recommendation 2.5:</b> The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<b>Compliance with Recommendation 2.5:</b> The Company does not comply with Recommendation 2.5. The roles of Chair and the CEO are exercised by the same person, Mr Bingkun Huang, who is an executive of the Company. As the Company is in the early stages of the deployment of its project, the involvement of Mr Bingkun Huang in both of these roles is considered to be advantageous to the Company. The Company proposes to review this in the future.
	<b>Recommendation 2.6:</b> A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<b>Compliance with Recommendation 2.6:</b> The Company complies with Recommendation 2.6.
<b>Principle 3</b>	<b>Act ethically and responsibly</b> A listed entity should act ethically and responsibly.	
	<b>Recommendation 3.1:</b> A listed entity should: <ul style="list-style-type: none"> <li>(a) have a code of conduct for its directors, senior executives and employees; and</li> <li>(b) disclose that code or a summary of it.</li> </ul>	<b>Compliance with Recommendation 3.1:</b> The Company complies with Recommendation 3.1. The Company's Corporate Governance Plan includes a Corporate Code of Conduct which provides a framework for decisions and actions in relation to ethical and responsible conduct. Information on the Company's Corporate Code of Conduct can be found on the Company's website at <a href="http://www.mazu.com.au/corporate.governance">www.mazu.com.au/corporate.governance</a> .



Principle	Details	Compliance by Company
<b>Principle 4</b>	<b>Safeguard integrity in corporate reporting</b> A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.	
	<b>Recommendation 4.1:</b> The board of a listed entity should: <ol style="list-style-type: none"> <li>have an audit committee which: <ol style="list-style-type: none"> <li>has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>is chaired by an independent director, who is not the chair of the board,</li> </ol> </li> <li>and disclose: <ol style="list-style-type: none"> <li>the charter of the committee;</li> <li>the relevant qualifications and experience of the members of the committee; and</li> <li>in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;</li> </ol> </li> <li>or</li> <li>if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</li> </ol>	<b>Compliance with Recommendation 4.1:</b> The Company complies with Recommendation 4.1. The Board has established an Audit Committee. Its role is to supervise internal and external auditors, and report on audit matters to the Board. The membership of the Audit Committee is constituted in accordance with Recommendation 4.1. The Audit Committee Charter is set out at <a href="http://www.mazu.com.au/charter/audit">www.mazu.com.au/charter/audit</a> . The composition of the Audit Committee is also set out on the Company website and can be located from the same URL. The Company will publish the Audit Committee meeting convening and attendance information in its future annual reports of the Company.
	<b>Recommendation 4.2:</b> The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<b>Compliance with Recommendation 4.2:</b> The Company complies with Recommendation 4.2. The Board obtains assurances from the Chief Executive Officer and Chief Financial Officer in relation to the declarations required under s259A of the Corporations Act 2001.
	<b>Recommendation 4.3:</b> A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<b>Compliance with Recommendation 4.3:</b> The Company complies with Recommendation 4.3.





Principle	Details	Compliance by Company
<b>Principle 5</b>	<b>Make timely and balanced disclosure</b> A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.	
	<b>Recommendation 5.1:</b> A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	<b>Compliance with Recommendation 5.1:</b> The Company complies with Recommendation 5.1. The Company has a continuous disclosure programme in place designed to ensure the compliance with ASX Listing Rule disclosure requirements. Information on the Company's Continuation Disclosure Policy can be found on the Company's website at <a href="http://www.mazu.com.au/corporate.governance">www.mazu.com.au/corporate.governance</a> .
<b>Principle 6</b>	<b>Respect the rights of security holders</b> A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.	
	<b>Recommendation 6.1:</b> A listed entity should provide information about itself and its governance to investors via its website.	<b>Compliance with Recommendation 6.1:</b> The Company complies with Recommendation 6.1. General information about the Company is available on the Company's website at <a href="http://www.mazu.com.au">www.mazu.com.au</a> . Information about the Company's governance is also set out on the Company website and can be located from the same URL.
	<b>Recommendation 6.2:</b> A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<b>Compliance with Recommendation 6.2:</b> The Company complies with Recommendation 6.2. The Company produces information for the benefit of investors which it publishes on its website. The website provides investors with the ability to contact the Company and provide feedback, and select whether they require a further response. The Company provides continuous disclosure of important matters affecting the Company on the ASX Company Announcements platform. Announcements contain Company contact information. Information about the Company's investor relations programme is available on the Company's website at <a href="http://www.mazu.com.au/investor.relations">www.mazu.com.au/investor.relations</a> .
	<b>Recommendation 6.3:</b> A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<b>Compliance with Recommendation 6.3:</b> The Company complies with Recommendation 6.3. The Company provides opportunity at all meetings of security holders for security holders to ask questions of the Company and or the Company's Auditors, either in advance of the meeting or at the meeting. Information on the policies and processes that the Company has in place to encourage security holder participation in meetings is available on the Company's website at <a href="http://www.mazu.com.au/meetings/members">www.mazu.com.au/meetings/members</a> .
	<b>Recommendation 6.4:</b> A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<b>Compliance with Recommendation 6.4:</b> The Company complies with Recommendation 6.4. Details on how to contact the Company are available on the Company's website at <a href="http://www.mazu.com.au/contact">www.mazu.com.au/contact</a> . Details on how to receive electronic communications from the Company are available on the Company's website at the same URL.



Principle	Details	Compliance by Company
<b>Principle 7</b>	<b>Recognise and manage risk</b> A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.	
	<b>Recommendation 7.1:</b> The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	<b>Compliance with Recommendation 7.1:</b> The Company complies with Recommendation 7.1. The Board has established a Risk and Sustainability Committee. The Board, after advice from the Risk and Sustainability Committee, determines the Company's risk profile. The Committee is responsible for overseeing and recommending risk management strategy and policies, internal compliance and internal control. The Board and the Committee are required to assist management to determine the key risks to the business and prioritise work to manage those risks and to view reports from management on the efficiency and effectiveness of risk management and can be located from the same URL. The Company will publish the Risk and Sustainability Committee meeting convening and attendance information in its future annual reports of the Company.
	<b>Recommendation 7.2:</b> The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	<b>Compliance with Recommendation 7.2:</b> The Company complies with Recommendation 7.2. The Company will disclose in its future annual reports whether reviews of the Company's risk management framework have occurred.
	<b>Recommendation 7.3:</b> A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	<b>Compliance with Recommendation 7.3:</b> The Company complies with Recommendation 7.3. The Board has established an Audit Committee. Its role is to supervise internal and external auditors, and report on audit matters to the Board. Information on the Audit Committee is set out in the compliance notes in relation to Recommendation 4.1. Further, management has an internal audit and review function to check matters and to prepare for external audits.
	<b>Recommendation 7.4:</b> A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks, and, if it does, how it manages or intends to manage those risks.	<b>Compliance with Recommendation 7.4:</b> The Company complies with Recommendation 7.4. The Company has set out a detailed risk profile in Section 9 of this Prospectus.



Principle	Details	Compliance by Company
<b>Principle 8</b>	<p><b>Remunerate fairly and responsibly</b></p> <p>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.</p>	
	<p><b>Recommendation 8.1:</b></p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;</li> </ol> <p>or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><b>Compliance with Recommendation 8.1:</b></p> <p>The Company complies with Recommendation 8.1.</p> <p>The Board has established a formal Remuneration Committee in accordance with Recommendation 8.1. Its role is to make recommendations to the board in relation to the Company's remuneration framework for directors, and the remuneration packages to be awarded to senior executives.</p> <p>The membership of the Remuneration Committee is constituted in accordance with Recommendation 8.1.</p> <p>The Remuneration Committee Charter is set out at <a href="http://www.mazu.com.au/charter/remuneration">www.mazu.com.au/charter/remuneration</a>.</p> <p>The composition of the Remuneration Committee is also set out on the Company website and can be located from the same URL.</p> <p>The Company will publish the Remuneration Committee meeting convening and attendance information in its future annual reports of the Company.</p>
	<p><b>Recommendation 8.2:</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of Non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>The Company complies with Recommendation 8.2.</p> <p>Information on the Company's Remuneration Policy is set out at <a href="http://www.mazu.com.au/careers/remuneration">www.mazu.com.au/careers/remuneration</a>.</p> <p>Key elements of that policy include the following:</p> <ul style="list-style-type: none"> <li>&gt; Remuneration to the executive directors is by way of salaries and directors' fees.</li> <li>&gt; Remuneration to the non- executive directors is by way of directors' fees.</li> <li>&gt; Remuneration to senior executives that are not directors is by way of salaries.</li> <li>&gt; There are currently no securities issued to directors as part of their remuneration.</li> <li>&gt; Some directors hold securities in the Company as set out elsewhere in this Prospectus.</li> <li>&gt; There are currently no schemes for retirement benefits in existence beyond statutory superannuation payments.</li> </ul>



## 7.13 Share Trading Policy

The Board has adopted a share trading policy restricting Directors and Senior Management of the Company from trading in the Company's Shares at times when they could be expected to hold particularly sensitive information in relation to the Company.

The Company has announced its Share Trading Policy on ASX, and a copy is available from the Company upon request.

## 7.14 Audit Governance and Independence

### Approach to audit governance

The Board is committed to three basic principles:

- > Mazu Alliance Limited must produce true and fair financial reports;
- > Its accounting methods are comprehensive and relevant and comply with applicable accounting rules and policies; and
- > The external auditors are independent and serve shareholder interest by ensuring that shareholders know Mazu Alliance Limited's true financial position.

### Engagement and rotation of external auditor

Mazu Alliance Limited's independent external auditor is DFK Richard Hill. The Board of Directors currently requires no rotation of Auditor.

### Discussions with external auditor on independence

The Board Audit and Compliance Committee require the external auditor to confirm that they have maintained their independence.

### Relationship with external auditor

- > Mazu Alliance Limited's current policies on employment and other relationships with our external auditor are:  
The audit partners and any audit firm employee on the Mazu Alliance Limited audit are prohibited from being an officer of Mazu Alliance Limited;
- > An immediate family member of an audit partner or any audit firm employee on the Mazu Alliance Limited audit is prohibited from being a Director or an officer in a significant position at Mazu Alliance Limited;
- > A former audit firm partner or employee on the Mazu Alliance Limited audit is prohibited from becoming a director or officer in a significant position at Mazu Alliance Limited for at least five years and after the five years, can have no continuing financial relationship with the audit firm;
- > Members of the audit team and firm are prohibited from having a business relationship with Mazu Alliance Limited or any officer of Mazu Alliance Limited unless the relationship is clearly insignificant to both parties;
- > The audit firm, its partners, its employees on the Mazu Alliance Limited audit and their immediate family members are prohibited from having a direct or material indirect investment in Mazu Alliance Limited;
- > Officers of Mazu Alliance Limited are prohibited from receiving any remuneration from the audit firm;
- > The audit firm is prohibited from having a financial interest in any entity with a controlling interest in Mazu Alliance Limited; and
- > The audit firm engagement team in any given year cannot include a person who had been an officer of Mazu Alliance Limited during that year.

### Restrictions on non-audit services by the external auditor

The external auditor is not restricted in the provision of non-audit related services to Mazu Alliance Limited except as required by the Corporations Act, the Constitution of Mazu Alliance Limited and the Listing Rules of ASX.

### Attendance at Annual General Meeting

Mazu Alliance Limited's external auditor attends the annual general meeting and is available to answer shareholder questions.





## 7.15 Controlling and Managing Risk

### Approach to risk management

Taking and managing risk are central to business and to building shareholder value. Mazu Alliance Limited's approach is to identify, assess and control the risks which affect its business. The intention is to enable risks to be balanced against appropriate rewards. The risk management approach links Mazu Alliance Limited's vision and values, objectives and strategies, and procedures and training.

### Risk management roles and responsibilities

The Board is ultimately responsible for approving and reviewing Mazu Alliance Limited's risk management strategy and policy. The Company has a Risk and Sustainability Committee which assists and advises the Board in relation to the management of risk. That Committee and the Company Secretary are responsible for implementing the Board approved risk management strategy and developing policies, controls, processes and procedures to identify and manage risks in all of Mazu Alliance Limited's activities.

### Company Secretarial assurance

The Board receives regular reports about the financial condition and operational results of Mazu Alliance Limited and its controlled entities. The Company Secretary periodically provides formal statements to the Board that in all material respects:

- > The Company's financial statements present a true and fair view of Mazu Alliance Limited's financial condition and operational results; and
- > The risk management and internal compliance and control systems are sound, appropriate and operating efficiently and effectively.

## 7.16 Remuneration Framework

Mazu Alliance Limited does not currently pay its Non-executive directors and Company Secretary a fixed remuneration. The Non-executive directors can claim reimbursement of out-of-pocket expenses incurred on behalf of Mazu Alliance Limited. The Company Secretary is paid and will continue to be paid for all his time on an hourly basis for work performed but not covered by the Company's management contract with Steinbruck Capital. The Directors are committed to minimising outgoings while examining future business options for Mazu Alliance Limited. The CEO and Chairman is on a fixed remuneration. The Company has a Remuneration Committee which advises the Board in relation to the remuneration packages of directors and Senior Management.

## 7.17 Corporate Responsibility and Sustainability

### Mazu Alliance Limited's approach to corporate responsibility and sustainability

Mazu Alliance Limited's aim is to manage its business in a way that produces positive outcomes for all stakeholders and maximises economic, social and environmental value simultaneously. In doing so, Mazu Alliance Limited accepts that the responsibilities flowing from this go beyond both strict legal obligations and just the financial bottom line. Transparency, the desire for fair dealing, and positive links into the community underpin our everyday activities and corporate responsibility practices.

### Mazu Alliance Limited's Code of Conduct

Mazu Alliance Limited's Code of Conduct applies to all Directors, executives and employees without exception. The Code governs workplace and human resource practices, risk management and legal compliance, and is aligned to Mazu Alliance Limited's core values of teamwork, integrity and performance. The Code is reviewed periodically and has been specifically reviewed to reflect the ASX best practice.

### Insider trading policy and trading in Mazu Alliance Limited Shares

Both Directors and employees of a corporation are subject to restrictions under the law relating to dealing in certain financial products, including securities in a company (including Mazu Alliance Limited), if they are in possession of inside information.

Inside information is information that is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the securities of a Company.

### Market disclosure policy and practices

The Company Secretary has responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules, and overseeing and coordinating information disclosure to Mazu Alliance Limited's analysts, brokers and shareholders, and to the media and the public.

Mazu Alliance Limited is committed to giving all shareholders comprehensive and equal access to information about our activities, and to fulfill continuous disclosure obligations to the broader market. Mazu Alliance Limited's policy is designed to ensure compliance with the Listing Rules and the continuous disclosure requirements. It ensures any information that a reasonable person would expect to have a material effect on the price of Mazu Alliance Limited's securities is disclosed.









SECTION 8

## Interfaith Programme





## SECTION 8

# Interfaith Programme

## 8.1 Interfaith Operations

### Strategic Partnerships

To strengthen the Company's operations in the development of its 3,600 private temples and cultural halls, the Company is forming key strategic partnerships with the aligned Taoist and Buddhist faiths.

In furthering this strategy, the Company is appointing internationally recognised religious dignitaries as advisers to the Company. Celestial Master Taochen Chang has been appointed as the Company's Chief Taoist Adviser, and Lama Tsewang Rigzin has been appointed as the Company's Chief Buddhist Adviser.

### Taoism

Taoism is an indigenous Chinese religion often associated with the Tao Te Ching, a philosophical and political text purportedly written by Lao Tzu sometime in the 3rd or 4th centuries BCE. Taoism has influenced Southeast Asia for over 2,000 years and has also spread internationally. Today, there are 20 million followers of Taoism worldwide, most of whom live in China, Taiwan, or Southeast Asia.

Taoist religious sects were persecuted in China during the 19th and 20th centuries, but are currently undergoing a revival. Western interest in Taoism has, for the most part, been confined to the Tao Te Ching, but in both the West and in the East, there is considerable interest in practices which, while not Taoist per se, are often associated with Taoism, ranging from feng shui to taiji quan to acupuncture and herbal medicine.

### Buddhism

Buddhism spans from the 6th century BCE to the present, starting with the birth of Buddha Siddhartha Gautama in Lumbini, Nepal. This makes it one of the oldest religions practiced today. Buddhism is practiced by an estimated 535 million people, representing approximately 8% of the world's population. China is the country with the largest population of Buddhists, with approximately 244 million followers or 18.2% of its total population.

Buddhism has spread from its roots in India to virtually every corner of the world, and in each place it has spread it has adopted and adapted local practices and beliefs. Although Buddhism is a distinct religious tradition, many people in the contemporary West have adopted philosophical and practical aspects of Buddhism and incorporated them into their religious and social practices.

### Taoism, Buddhism and Mazu

Mazu is recognised and respected in both the Taoist and Buddhist pantheons of deities.

In Taoism, all the gods including Mazu, are divine emanations of celestial energy.

In Buddhism, it is believed that Mazu was a reincarnation of Guanyin (an East Asian goddess of mercy) on earth. Some Buddhists believe Mazu to be one of Guanyin's many manifestations.







## 8.2 Domestic and International Operations

### Strategy for Interfaith Relations

The Company's development of interfaith relations will be progressed on two fronts:

- > Domestic operations at Mazu City
- > International operations at other locations outside of China.

The opportunities will be created by the Company's continued programme of developing strong relations with international religious dignitaries and their communities of followers.

### Domestic Operations

It is proposed to allot up to 108 of the private shrines and cultural halls at Mazu City to other religions to develop interfaith relations and enhance the user and visitor base to Mazu City.

Utilising the same resources at Mazu City including the Company's administrative processes, business systems, personnel, financial modelling and infrastructure as will be used for the Mazu temple operations, the Company will be able to simultaneously deploy interfaith worship and visitor arrangements in the same timeframe.

### International Operations

Utilising the Company's business modelling and systems for the organisation of religious and cultural tourism, in the future, the Company proposes to develop other core global centres as concentrated sites for religious and cultural tourism.

Proposed locations for the development of these centres are:

Primary Destinations:	Secondary Destinations:
<ul style="list-style-type: none"> <li>&gt; Cambodia</li> <li>&gt; India</li> <li>&gt; Myanmar</li> <li>&gt; Sri Lanka</li> <li>&gt; Taiwan</li> <li>&gt; Thailand</li> <li>&gt; Tibet</li> <li>&gt; Vietnam</li> </ul>	<ul style="list-style-type: none"> <li>&gt; Hong Kong</li> <li>&gt; Japan</li> <li>&gt; Laos</li> <li>&gt; Macau</li> <li>&gt; Malaysia</li> <li>&gt; Singapore</li> <li>&gt; South Korea</li> </ul>

The Company anticipates the commencement of this programme in 2015.

### Principal Activities at International Locations

To develop the international centres, the Company will focus on the following four areas at each international location utilising its core expertise:

- > Management of existing religious and tourism facilities
- > Design and construction of infrastructure and new cultural facilities
- > Development of core tourism products
- > Development of financial products leveraging the base of followers.



### 8.3 Chief Taoist Adviser



CELESTIAL MASTER  
**TAOCHEN CHANG**  
CHIEF TAOIST ADVISER  
Taichung, Taiwan



Celestial Master Taochen Chang has been appointed as the Company's Chief Taoist Adviser, a position he has held since January 2014.

'Celestial Master' is a title originating with the Eastern Han Dynasty. The position of 'Celestial Master' is allocated to a religious head of the Taoist movement.

In each generation, the position and title of 'Celestial Master' was bestowed by the emperor of the time. The position has been passed through 64 generations, and Mr Chang, a 64th generation descendant of the family, is the current Celestial Master. He has an extensive group of followers, and is recognised in Taiwan, Southeast Asia and internationally.

Mr Chang, an expert in Taoist affairs and religious worship rituals, is also:

- > 4th Secretary-General of the 4th Chinese Han Dynasty Taoist Judicial Association of Taiwan Province, Republic of China (ROC)
- > 5th president of Chinese Han Dynasty Taoist Juridical Association of Taiwan Province, Republic of China (ROC)
- > 6th Director of Chinese Han Dynasty Taoist Juridical Association of Taiwan Province, Republic of China (ROC)



*Letter of Appointment as presented to Celestial Master Taochen Chang in January 2014*



*Gabriel Ehrenfeld, Bingkun Huang and Celestial Master Taochen Chang at the investiture ceremony in Taichung, Taiwan in January 2014*



## 8.4 Chief Buddhist Adviser



LAMA  
**TSEWANG RIGZIN**  
CHIEF BUDDHIST ADVISER  
Gongjue, Tibet



Lama Tsewang Rigzin has been appointed as the Company's Chief Buddhist Adviser, a position he has held since November 2014.

Lama Tsewang is the religious leader of the Tibetan Buddhism Nyingma Sect.

Lama Tsewang has studied Buddhism law at Zha Na Temple (in Changdu, Tibet), Yarchen Vddiyana Meditation Monastery (in Sichuan, China), and Larung Gar Five Sciences Buddhist Academy (in Sichuan, China).

Lama Tsewang is the current abbot of the Zha Na Temple in Gongjue County, in the Changdu Prefecture of Tibet. This is a significant Buddhist temple with over 200 Buddhist lamas and grounds exceeding 800 hectares that include schools, an Institute of Buddhist Studies and an orphanage.

Lama Tsewang is a frequent traveller across China to propagate Buddhism within the Han nationality. He has followers across the world, and is a notable humanitarian. He and his lamas frequently participate in earthquake and disaster relief operations, and raise donations for these causes.





*Letter of Appointment as presented to Lama Tsewang Rigzin in November 2014*



*Bingkun Huang and Lama Tsewang Rigzin at the investiture ceremony in Xiamen, China, in November 2014*







SECTION 9

# Risks





## 9.1 Introduction

This section identifies the areas that the Directors regard as involving the major risks associated with an investment in the Company. Other identified risks that may impact on an investment in the Company are also included. An investment in the Company should be considered to be a speculative investment because of the nature of the Company's business and activities.

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There are also a range of specific risks associated with the Company's business and its involvement in the belief industry. Investors should be aware that an investment in the Company involves many risks that may be higher than the risks associated with an investment in other companies. The list of risk factors may not be exhaustive of the risks faced by the Company or by investors in the Company.

Intending subscribers should read the whole of this Prospectus before any decision is made to subscribe for Shares. If prospective investors are uncertain of matters detailed in this Prospectus or of the impact on their financial circumstances of an investment in the Company, they should seek appropriate advice from their stockbrokers, solicitors, accountants and other professional advisers.

## 9.2 Assessment of Risks

The risks are set out in 3 broad categories:

- > Company specific investment risks  
See SECTION 9.3 (Page 129)
- > Industry risks  
See SECTION 9.4 (Page 138)
- > General investment risks  
See SECTION 9.5 (Page 139)

Within each category, the risks have been classified according to risk type and the Directors' risk assessment.

The following legend applies to the Directors' assessment of the risks set out in Sections 9.3, 9.4 and 9.5 below:



The Directors assess this risk to be **MORE SIGNIFICANT** than those marked as moderate or low.



The Directors assess this risk to be **MODERATE**.







The Directors assess this risk to be **LOW**.










## 9.3 Company Specific Investment Risks








The following are risk factors relating to the Company including the Company's business model, the Company's securities and this Offer.

The list is has been compiled with regard to the Directors' current state of knowledge and is not necessarily exhaustive. There may be other risks (including key risks) that the Directors have not identified and or considered which may impact on an investment in the Company.






Personnel		
Dependence on key personnel		<p>During the early establishment stages of the project, there is a dependence on the key personnel to execute the fundraising, complete the re-quotation of the Company on ASX, construct the project, execute the business strategy and maintain support for the project.</p> <p>The Chairman and CEO, Mr Bingkun Huang, has primary responsibility for the relationships with the Chinese government, banks and Taiwanese temples, the initial construction of the project and the deployment of operational business matters.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If Mr Huang became unable or unwilling to continue in his role, this may prevent the project from proceeding, or delay it until a suitable replacement could be found.</p> <p>The risk is reduced over time as more start-up elements of the project complete, and the construction advances, more relationships are formalised, more systems are put in place, the Company progresses towards re-quotation on ASX and more funds are raised.</p> <p>It is noted that Mr Huang holds, substantial shareholding interests in the Company, so would be substantially advantaged by the successful completion of the project.</p>
Labour force availability		<p>During construction a large labour force will be required for certain stages. Mazu City is in a rural area and there may be labour shortages, which may delay construction.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If there was any labour shortage during construction, it may delay the completion of the construction, which may increase the holding costs during construction, and may delay the receipt of sales and other income for the project by the extent of the time delay. It may also result in foregone operational income if there is any delay to the construction of the commercial parts of Mazu City.</p>
Industrial accidents		<p>Accidents are common occurrences on any building site, which could disrupt construction and cause delay due to direct loss of time, investigation and or industrial action.</p> <p>Industrial accidents could also cause direct financial loss through claims by any injured workers.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>It is not considered that industrial accidents that may occur will cause any delay in the construction of Mazu City.</p> <p>It is not considered that industrial accidents that may occur will cause any financial loss to the Company, as the Company is suitably insured</p>
Occupational health and safety		<p>Occupational health and safety (OH&amp;S) requirements impose some burden on any construction project, and may result in industrial action or government prosecution and or a penalty if there is any breach of the provisions by the Company. OH&amp;S requirements in China are lower than those required in Australia.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If there is a breach of OH&amp;S that results in industrial action, there may be delay to the completion of the project and financial loss to the Company. The financial loss will be directly related to the length of any delay.</p> <p>If there is a breach of OH&amp;S that results in prosecution and or the imposition of any penalty, there will be a financial loss to the Company directly equivalent to the costs of dealing with the prosecution and or the size of any penalty.</p>
Untested activity on share market		<p>Although many elements of the business have been previously separately deployed as business types owned by publicly listed companies, such as tourism projects, property developments, property management businesses, royalty based product merchandising and credit card and other financial card product based businesses, the Company is unique in unifying all these elements around the central theme of religious belief.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>As such, this business activity is untested on the share market. It is therefore not necessarily possible to apply with confidence all the usual analytical methods to ascertain the likely outcome of an investment in the Company.</p>










Share Market		
Untested activity on share market		<p>Although many elements of the business have been previously separately deployed as business types owned by publicly listed companies, such as tourism projects, property developments, property management businesses, royalty based product merchandising and credit card and other financial card product based businesses, the Company is unique in unifying all these elements around the central theme of religious belief.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>As such, this business activity is untested on the share market. It is therefore not necessarily possible to apply with confidence all the usual analytical methods to ascertain the likely outcome of an investment in the Company.</p>
Speculative nature of investment		<p>The proposed investment is in a company engaged in a new field of investment where there are few, or no, other participants against which to measure its likely success. In addition, the proposed activities of the Company have not been conducted on a commercial basis prior to those assets being acquired by the Company. The investment in the Company is thus speculative.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If the Company cannot successfully deliver on the transition in the operation of the assets from its former basis (not for profit) to its new basis (commercial enterprise), this will impact on the profitability of the Company, and the operational income of the business may be adversely impacted.</p>
Liquidity and realisation		<p>As a few holders hold the majority of shares in the Company, there may not be sufficient shares available to create a ready market for the shares and those shares may be an illiquid stock.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>This means that realisation of any investment in the Company may be more difficult than with shares in a company with less closely held securities.</p>
Concentration of shareholding		<p>The concentration of share ownership in relatively few hands may have the effect of reducing liquidity in the stock.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>This means that realisation of any investment in the Company may be more difficult than with shares in a company with less closely held securities.</p>
Controlling shareholder		<p>The large share holding held by the Company's largest shareholders means that those shareholders can effectively control any meeting of shareholders.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Other shareholders will not be able to impact on the outcome of resolutions put to members at shareholder meetings.</p>
Escrowed securities		<p>Subject to the Company's securities being reinstated to quotation on ASX, certain of the securities on issue may be classified by the ASX as restricted securities and will be required to be held in escrow for such time as prescribed by ASX, and may flood the market for the securities at the end of the escrow period.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>During the period in which these securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner. ASX have already advised the company of intended restrictions on some Shares.</p> <p>At the end of the restriction period, more Shares will be available to be traded. It is not possible to predict the impact this will have on the price of the Shares which will be influenced by a range of factors. Improved liquidity may improve the overall market for the Shares by causing a structural shift in the supply-demand relationship, or the price may reduce by the expansion of supply, or the price may be uninfluenced if the expansion of supply is matched by the expansion in demand.</p>
Financial		
Future funding		<p>Following completion of the capital raising under this Prospectus, the Company will not have sufficient cash reserves to finalise the construction and development of Mazu City to completion. It will be necessary to obtain additional finance in equity and or loans to complete the programme.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Should those additional funds not be available, the project may not proceed, or may not reach optimal performance.</p>









Financial <i>continued</i>		
Asset Valuation		<p>There may be a disparity in the valuation of the business assets between their carrying value in the Company's financial statements, their current value, their replacement value and their implied value by the market valuation of the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Any disparity could lead to a rise or fall in the value of the Company's securities, impacting on the value of an investment in the Company.</p>
Going Concern		<p>At 30 June 2014, the group recorded a net loss after tax of \$4,442,008 (2013: loss \$4,546,512), net cash outflows from operations of \$139,474 and a net shortfall in current assets over current liabilities of \$3,479,684. This indicates a material uncertainty as to the group's ability to continue as a going concern without raising additional capital.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If the Company does not raise additional capital, it may not be able to continue as a going concern.</p>
Financing		<p>The Company requires that it complete the minimum capital raising under this Prospectus to meet the costs of having its securities reinstated to quotation on ASX, and ensuring that it has sufficient working capital in Australia to meet ongoing requirements.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If the minimum subscription is not raised, the Company may not be reinstated to quotation on ASX, and the Company may not have sufficient working capital to execute its business plan.</p>
Operating Costs		<p>Operating costs of Mazu City may vary from the forecasts on which budgets have been based, affecting profit levels.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>An increase in the costs above the budgeted levels will reduce the profitability of the Company. A decrease in the costs below the budgeted levels will increase the profitability of the Company.</p>
No profit to date		<p>The Company was not the historical operator of this business. There is only limited historical data available on which profit forecasts can be based.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The profit forecasts may be wrong, and a rise or fall in the Company's profitability may impact on the value of an investment in the Company.</p>
Capital and maintenance expenditure		<p>The Company has only recently commenced operation of this business. There is limited historical data available on which capital and maintenance expenditure forecasts for the expanded Temple Complex can be based.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The capital and maintenance expenditure forecasts may be wrong, and a rise or fall in the Company's profitability arising from a corresponding decrease or increase in the capital and maintenance expenditure costs may impact on the value of an investment in the Company.</p>
International		
Cross-strait relations		<p>A potentially large proportion of visitors to Mazu City will come from Taiwan. Although relations between Taiwan and mainland China are the strongest they have been for over 50 years, and this seems likely to continue at this time following the successful 2012 re-election of the current government in Taiwan, there is a risk that deterioration in relations across the Taiwan Strait could impact on the business of Mazu City. Then next general election in Taiwan is scheduled for 2016.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The sovereign status of Taiwan is a live issue in Taiwanese domestic politics and mainland Chinese foreign policy.</p> <p>There is a risk that the foreign policy of one or both of China and Taiwan will change and adversely impact on Mazu City, by adversely impacting on the number of visitors to Mazu City and consequently, the revenues generated.</p> <p>Currently, contact at a commercial and governmental level is common and relations are normal, and this risk has been significantly reduced over the last decade.</p> <p>Additionally, the Mazu City project has the support of the Chinese local, provincial and national governments, as well as the support of a number of local governments in Taiwan, further reducing any risks associated with cross-strait relations.</p>

International *continued*



Sovereign risk		<p>As Mazu City is being developed in the People's Republic of China, there are sovereign risks that relate to that activity arising from the different political, economic, legal and social issues of that country that may impact on the viability and value of the business.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Adverse sovereign risk outcomes may include:</p> <ul style="list-style-type: none"> <li>• Imposition of restrictions on foreign ownership and control of assets located in China, requiring divestment of the Mazu City asset;</li> <li>• Nationalisation or confiscation of assets with or without compensation;</li> <li>• Restrictions on the transfer of currency out of China;</li> <li>• Imposition of selective taxation regimes on foreign corporations;</li> <li>• Imposition of selective taxation regimes on business sectors.</li> </ul>
Foreign exchange		<p>There may be losses to the Company arising from currency movements between Australia and China as a result of foreign exchange charges and fluctuations in the exchange rate.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If the value of the AUD increases against the CNY, then the Company's income, when converted to AUD, will decrease, as the majority of the Company's earnings will be from China, and it would take more units of CNY to purchase each AUD, resulting in less AUD after conversion.</p> <p>However, the recent trend has been a decrease in the AUD against the CNY, which will result in an improved performance by the Company measured in AUD. Currently, the USA in addition to other world trading partners are applying pressure to China to float the CNY or alternatively, to stop suppressing its value in order to make its exports cheap. There is a widely held view that the CNY is undervalued. If the Chinese government succumbs to international pressure and the CNY is floated and as a result of that, its value increases, or alternatively its value is increased under a pegged exchange mechanism, then as the Company is earning its income and profits mainly in CNY in China, its profit, when converted into AUD, will increase.</p>
Communication		<p>There may be risks arising from miscommunication, mistranslation, misunderstanding and misinterpretation of actions arising from different languages and from cultural differences between China and Australia.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The likely impact on the Company is minimal, as a large number of the Company's board and management are Chinese, significantly reducing the likelihood of miscommunication between them. Any miscommunication would likely be corrected prior to it having any significant impact on the Company.</p>
<b>Industry</b>		
Existing competitors		<p>There are two other major sites for the worship of Mazu in Fujian Province which may attract visitors away from Mazu City.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Neither of these two sites have either the facilities or the business modelling of Mazu City, and have geographical impediments to their expansion.</p>
New entrants		<p>New competitors may enter the market and dilute the Company's market share.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The existing major Mazu sites in Fujian have been centres of veneration of Mazu for centuries. This is a significant barrier to new entrants to the market, as new entrants do not have the historical record of existence. Further, it is not expected that the Chinese government will support a competing project.</p>







Industry <i>continued</i>		
Industry concentration risk		<p>Mazu City is a leader in the commercialisation and concentration of Mazu worship, and there are no likely players that can cooperate and emerge as a more significant industry participant.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If an adverse industry concentration risk event occurs, the Company will lose market share and a reduction in its anticipated market dominance.</p>
Fluctuations in tourism		<p>There are particular auspicious periods every year for worship of Mazu at the site. This will result in variable, albeit predictable, variations in cash flow over each year.</p> <p>The tourism market relies on discretionary spending and is dependent on general economic prosperity. Economic downturns, political instability and other factors affecting the general tourism market will affect Mazu City.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If an adverse fluctuation in tourism occurs, the Company will experience a decrease in the number of visitors to Mazu City, and a subsequent reduction in financial performance. This effect is more likely to be related to a reduction in the number of general tourists than a reduction in religious pilgrims, who, although affected by economic factors, are more likely to exhibit inelastic demand with respect to the religious goods and services offered by the Company.</p>
Business		
Commercialisation risk		<p>The Temple has previously been run as a not-for-profit enterprise. The Company may incur difficulties in restructuring operations on a commercial basis.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If the Company cannot commercialise the Temple operations, this will impact on future revenue and earnings of the Company. However, Temple operations only form one of many parts of the Company's commercialisation strategy.</p>
Business interruption		<p>The tourism market is discretionary spending and dependent on general economic prosperity. Economic downturns, political instability and other factors affecting the general tourism market may affect Mazu City.</p> <p>There may be other factors such as sovereign risk or force majeure that may affect the business.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Any interruption to the normal course of business will result in a disruption to income, the possible imposition of additional costs to combat the interruption, and a reduction in profits.</p>
Seasonal business concentration		<p>There are particular auspicious periods every year for worship of Mazu at the site.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>This will result in variable, albeit predictable, variations in cash flow over the year.</p>
Reputation		<p>Events beyond the control of the Company may impact on the Company's reputation. Additionally, actions within the control of the Company may cause risk to the Company's reputation.</p> <p>However, the Company has strong risk management and corporate governance procedures to minimise these risks.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The occurrence of a reputational risk event may prejudice the renewal of government business permits, the loss of key personnel, the loss of repeat and referral business, a reduction in the share price of the Company, and necessitate the expenditure of additional funds on public relations to combat the adverse impact of the event.</p>
Customer demand		<p>There is a risk that demand for the Company's products and services will decrease.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>A reduction in demand would affect the profitability of the Company. However, worship at the site has a long historical record, and visitations continue to increase year on year.</p>

Business <i>continued</i>		
Changing customer preferences		<p>There is a risk that the Company's customers changing religious preferences may impact on the business.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Whilst such an event would impact on the profitability of the Company, the worship of Mazu has continued for centuries, with the number of followers being at record levels, and there appears to be no sign of followers changing their religious preferences.</p>
Growth through new customers		<p>There is a risk that Company growth could be stymied if it cannot attract either new Mazu followers or new visitors.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Whilst either event would impact on the profitability of the Company, both of these areas are strong suits of the Company, and the recent track record at the temple substantiates that the Company should be able to continue to attract new customers.</p>
Operational		
Operating History		<p>The Temple was not previously operated on a commercial basis.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The temple that will form part of Mazu City has been operating as such for an extremely long time, even though it has not previously operated on a commercial basis. The worship practices have remained constant for centuries.</p>
IT & Cloud Computing		<p>Any data stored in the cloud or by other electronic means, if not backed up, is at risk of loss through actions outside the control of the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Loss of data could have adverse effects on the Company through interruption with business systems, promotional and operational matters. The Company has strong redundancy systems in place and this risk is minimal.</p>
Insurance risks		<p>There is a risk that the Company is not properly or adequately insured for normal insurable events, that an insurer fails prior to paying out a claim, or that an insurer rejects a claim made by the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The occurrence of any of these events would result in a financial loss to the Company equivalent to the amount of the insurance claim. The Company holds appropriate insurance policies to cover all reasonable risks, and through its Risk and Sustainability Committee, will continue to monitor its insurable risks and take out appropriate insurance cover with suitable underwriters. There are some risks, such as terrorism, war or nuclear attack that cannot always be covered at a reasonable premium.</p>
Infrastructure		
Accommodation and other tourism infrastructure		<p>Until extra accommodation is constructed, the existing supply of overnight accommodation nearby may be too limited, thus restricting the number of long term visitors to Mazu City.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>This may result in a loss of potential business to the Company due to an inability to accept as many visitors as would otherwise be willing to visit, and may also diminish any passing trade opportunities.</p>
Transport infrastructure deficiencies		<p>Mazu City will depend on easy access for worshippers and tourists.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>A lack of easy access will impact upon the business. At present, the only means of access is by road. However, a new, well constructed multi-lane highway has recently been completed from Xiamen to nearby the site, so access is easy, quick and comfortable.</p>
Land and Environment		
Expropriation of agricultural land		<p>Some of the land is currently used as farmland. Expropriation of that land may take time or become the subject of legal challenge. The Company has a contract with the Chinese government who are responsible for the relocation of the farmers.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>A delay in relocation of farmers may cause a delay to the completion of</p>

## Land and Environment *continued*

<i>Expropriation of agricultural land continued</i>		construction. Any legal action by the farmers may cause further delay or result in a change in design and business plans.
<b>Environmental</b>		<p>The development of the Temple Complex and the Mazu City precinct generally are activities that may be subject to increasing environmental responsibility as is observed generally in property developments. The potential for such liability exists at all times.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Whilst the development will be carried out in a way that causes minimum impact on the environment, the use and disposal of chemicals, the creation of other wastes, dust pollution, the contamination of water and general environmental destruction are activities which are increasingly the subject of legislative controls, and as such, may impact on the costs and ability of the Company to operate profitably.</p> <p>Whilst there are no known endangered species of flora and fauna within the project areas, any discovery of such could impact on future work in those areas.</p>
<b>Land rights claims</b>		<p>Land rights claims could be made by prior owners of the land.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Any acquisition of land will be subject to payment of proper compensation pursuant to Chinese law.</p>

## Legal

<b>Material contract risk</b>		<p>Should any issue arise in any major contracts relating to the construction or management of Mazu City, this may impact financially on the Company until the issues are resolved or quarantined. Material contracts are set out in detail in <i>SECTION 10</i> (Pages 145 to 159) together with, where applicable, the likelihood of completion and the effect of non-completion of those contracts.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If the risk results in a delay to completion of Mazu City or a disruption in the management of the Company, it may cause the Company to suffer losses as well as a loss or deferral of future revenue. The Company mitigates these risks by contractual compliance and the supervision of the Risk and Sustainability Committee together with the Board and management in monitoring the actions of contractual counter-parties, and taking proactive action to prevent problems from impacting on the Company.</p>
<b>Joint venture</b>		<p>The Company may enter into Joint Ventures in the future in relation to the development of the project. There is no guarantee that the Company will not experience loss or difficulty arising from the failure or default of any Joint Venture partner.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The failure or default of any Joint Venture partner relating to the construction of the project will result in a delay to the completion of the project, thus deferring the commencement date for receipt of operational income and settlement of any property sales.</p> <p>The failure or default of any Joint Venture partner relating to any ongoing commercial matter will result in a possible interruption to business income and a possibly unrecoverable loss. The interruption to business would cease once the Joint Venture partner was replaced, which should be rapid in most if not all instances.</p>
<b>Long term contracts</b>		<p>The Company has not yet entered into all the necessary long term contracts for the construction or management of Mazu City.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The project will not be able to proceed prior to entering into these contracts. However, the Company does not anticipate any difficulty finding contractors or employees for the construction and management of the development.</p>
<b>Litigation</b>		<p>Major litigation may impact on the ability of the Company to proceed with the construction of Mazu City and or the operation of the same.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The Board, in conjunction with the Risk and Sustainability Committee, continue to monitor and invoke the necessary action to continue to minimise this risk to the Company.</p> <p>The Company is not currently involved in any litigation, nor are there any matters pending that appear likely to be litigious.</p>

**Legal** *continued***Enforceability of contracts in foreign jurisdictions**

Contracts for the construction, operation and visitation to Mazu City may be subject to laws other than the laws of Australia. Resolution of any disputes relating to those contracts may be resolved in courts other than Australian courts.

**LIKELY CONSEQUENCES IF RISK OCCURS**

The resolution of any dispute may be different to the outcome expected in Australian courts applying Australian laws. Further, those courts may offer less protection for the Company and its investors than Australian courts.

**Compliance and Reporting****Completion of Prospectus**

The Company needs to re-establish its spread of shareholders under this Prospectus for the purpose of re-compliance with the Listing Rules.

**LIKELY CONSEQUENCES IF RISK OCCURS**

If the Company does not do this, it will not be able to seek re-quotation of its securities on ASX.

**Lodgement of financial accounts**

The Company has filed all annual statutory financial reports with ASIC and ASX. However, lodgement of these reports was late as a result of the external Administration of the Company and the subsequent recapitalisation process. The Company has filed all half-yearly financial reports since the conclusion of the external Administration, but these reports were filed late. ASIC may impose penalties on the Company relating to the late lodgement.

The half yearly reports for the period of external Administration (31 Dec 2006 to 31 Dec 2010) have not been filed and the Company intends to seek a waiver from the filing of the same. The ASX and or ASIC may not grant a waiver.

**LIKELY CONSEQUENCES IF RISK OCCURS**

If any penalties are imposed in relation to late lodgements, the Company will need to pay the same. If a waiver is not obtained for 31 Dec 2006 to 31 Dec 2010 half yearly accounts, the Company will need to file the same.

**Annual General Meetings**

During the period of external Administration and recapitalisation of the Company, the Company did not convene its Annual General Meetings. The Company has since called all the necessary meetings which will be held on 28 April 2015. ASIC may impose penalties and or sanctions on the Company in relation to the late holding of these meetings.

**LIKELY CONSEQUENCES IF RISK OCCURS**

If ASIC seeks to impose penalties or sanctions on the Company, the Company will need to respond to the same which may impact on the time and financial resources of the Company.

**Recognition of revenue**

Any change in the accounting standards in relation to the recognition of revenue, or for that matter, expenses, has the ability to impact on the financial statements of the Company.

**LIKELY CONSEQUENCES IF RISK OCCURS**

A change in the accounting standards may affect the time at which the Company can recognise revenue from real estate sales, and leasing and management income tied to share subscriptions. A delay in recognition will defer profitability for the Company.

**Project Construction****Construction risk**

Construction may take longer than expected due to unforeseen events, difficulties and or disputes with contractors, delays caused by adverse weather, and material supply issues.

**LIKELY CONSEQUENCES IF RISK OCCURS**

While informed estimates have been made for the time and cost of construction, those estimates may prove not to be accurate. Timing and cost of construction may be greater than anticipated. If there is any delay, it will result in a deferral of income to the Company. If there is a cost overrun, it may cause losses to the company.










**Construction delays**

A delay in construction may delay the completion time of the project, and cause the Company to suffer increased costs and a delay in future revenues.

**LIKELY CONSEQUENCES IF RISK OCCURS**

This may affect the size and timing of profits that may be generated by the Company in the future.








Project Construction <i>continued</i>		
Availability of equipment, personnel and contractors		<p>Other than as identified in <i>SECTION 10.2</i>, no forward contracts currently exist for the provision of labour, equipment or other material or services necessary for the construction of the site.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>No specialised personnel or equipment are required for this project and delay or increased expense is not anticipated for this reason. However, delay and increased expense may occur.</p>
Construction and Operational Permits		<p>The construction and operation of Mazu City is dependent on the issue of the necessary construction permits for the building and occupancy of Mazu City, and for the continuation and renewal of existing business licences and the issue of further specialty business permits. There is a risk that these approvals may not be issued or renewed</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If there is any permit that the Company does not obtain or have renewed from time to time, it may interfere with the Company's ability to construct and operate Mazu City. However, the Company considers this risk to be very low. The Company already holds the required permits for a wholly owned foreign enterprise and a business licence to operate Mazu City. Further specialty licences will be sought as and when required. The Chinese government is obligated under its contract with the Company to assist the Company to obtain any necessary construction permits.</p>
Regulatory		
Regulatory environment		<p>The operational environment of the Company may be affected by legislative changes and interpretations by courts in China and Australia, as well as by regulations proclaimed under delegated power.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>New regulations as well as changes in the law and its interpretation may place additional cost imposts on the Company, require the Company refrain from certain activities and require the Company take affirmative steps that are disruptive to its business.</p>
Listing Rules		<p>Changes in the Listing Rule requirements may affect the requirements to have the Company's securities reinstated to quotation on ASX.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>There are no impending changes currently advised by ASX that are expected to delay.</p>
Political		
Political support for Mazu City in mainland China		<p>A decline in political support for the Mazu City project in mainland China may adversely impact the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Currently, political support appears to be growing, and the Company finds the governments in China progressively more supportive of the Mazu City project.</p>
Political support for Mazu City in Taiwan		<p>A decline in political support amongst local governments in Taiwan may adversely impact the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Currently political support appears to be growing, and the Company finds more Taiwanese local governments providing their support to the Mazu City project.</p>
Related Party		
Related party CEO		<p>The Company's affairs are managed by a Board, Board Committees and Senior Management. The Chief Executive Officer of the Company is also the Chairman of the Company and a significant shareholder of the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The non-independence of the CEO function may pose some risk to the Company, as the ability of the Company to replace the CEO may be impeded.</p>
Acquisition		<p>There are risks associated with the acquisition of assets from related parties.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The acquisition of Mazu City was not from related parties. The acquisition has been completed.</p>
Related party contracts		<p>Management contracts exist with related parties for the performance of certain functions relating to the reinstatement to quotation of the Company's securities on ASX, and ongoing management of the Company's affairs. Should relationships with those related parties deteriorate, this may impact on the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>There is nothing to indicate the existence of any problems in the relationships with the related parties.</p>



## 9.4 Industry Risks

The following are risk factors relating to the industry in which the Company operates.

The list has been compiled with regard to the Directors' current state of knowledge and is not necessarily exhaustive. There may be other risks (including key risks) that the Directors have not identified and or considered which may impact on an investment in the Company.






Competition		
Competitive Mazu temples		<p>There is a risk that other Mazu temples will imitate the Company's business model.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Geographical and historical limitations, together with current government support for the Company's project, impede the ability of others to pose any imminent threat to the Company.</p>
Competitive religions		<p>There is a risk of losing believers to competing religions.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>In considering whether there is a risk that Mazu followers will switch their belief to alternative religions, it is noted that Mazu followers already including both Buddhists and Taoists, so the belief is already a part of alternative religions that might otherwise be considered competitors.</p>
Contraction of Religious Belief		
Contraction in religious belief		<p>There is a risk of a contraction in religious belief.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>In the world at large, the growth in atheism is prevalent, but this is mainly in western societies. In mainland China, the opposite trend is currently the case, as people have now found freedoms to follow religious practices.</p>
Contraction in the belief in Mazu		<p>There is a risk of a contraction in belief in Mazu.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The belief in Mazu has continued for centuries, and shows no sign of coming to any form of abrupt ending. Worship of Mazu continues to grow not only in mainland China but in other parts of South-East China and the western world.</p>
Contraction in the number of Mazu followers		<p>There is a risk of a contraction in the number of Mazu followers.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The number of followers of Mazu continues to expand significantly.</p>










## 9.5 General Investment Risks

The following are risk factors relating to investments generally that may impact on an investment in the Company.








The list has been compiled with regard to the Directors' current state of knowledge and is not necessarily exhaustive. There may be other risks (including key risks) that the Directors have not identified and or considered which may impact on an investment in the Company.






Share Market		
Price of shares may fluctuate		<p>Applicants should be aware that there are risks associated with any share investment. The prices at which the Company's Shares and Options trade may be above or below the issue price for Shares offered under this Prospectus. The trading price of the Shares could be volatile and subject to wide fluctuations. The Shares allotted under this Prospectus carry no guarantee of the price at which they may trade on the ASX.</p> <p>Share market conditions may affect the price of listed securities regardless of the actual operating performance of the Company. Share market conditions are affected by a large variety of factors including, but not limited to, the general economic outlook, the behaviour of other share markets both domestically and internationally, movements or anticipated movements and the general outlook on interest and inflation rates, investor sentiment and changes in investor sentiment in various market sectors, global money markets, political events, government changes and government policy changes, terrorism and hostilities generally, natural disasters, climatic conditions, seasons and environmental matters.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If the share price declines, the value of your investment in the Company based on the then current market price will decrease.</p> <p>Investors should recognise that listed shares may rise in price as well as fall, and will be affected by a whole range of factors including matters related to the Company and matters outside the control of the Company such as stock market performance generally, economic conditions and investor sentiment.</p>
Trading in shares		<p>Liquidity in the Company's shares may change over time depending on the circumstances of the Company and market generally.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Low liquidity may affect your ability to sell your shares should you choose to do so.</p>
Economic Factors		
World economic conditions		<p>The Company's future revenues, operating costs, Share price and returns to shareholders may be affected by changes in factors such as domestic and global economic conditions, inflation and inflationary expectations, currency movements, interest rates, supply and demand conditions, levels of taxation, taxation laws, accounting practices, government legislation, government policy, fiscal and monetary policy, industrial harmony and disruption, natural disasters, war, terrorism and social unrest. These factors are beyond the control of the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The occurrence any of these adverse events will impact on the financial performance of the Company, variously adversely affecting the Company's operational performance, profitability and balance sheet.</p>
Interest rates		<p>Interest rates are variable.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>An increase in interest rates may increase the cost of any borrowed funds, reducing potential profit. The future funding proposal for the construction of Mazu City allows for a component of non-equity funding. For each \$10 million borrowed, a 1% increase in interest rates will increase the Company's cost by \$100,000 per annum.</p>
Supply and demand		<p>Visitation to Mazu Temple is religious tourism and is subject to the influences that affect ordinary tourism, including general economic conditions, political stability and perceptions of the international security situation.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If there is a decline in demand for tourism generally, then it is expected that there will be a decline in demand for tourism at Mazu City. It is, however, anticipated that demand for religious tourism is more inelastic than general tourism.</p>







**Economic Factors** *continued*

<b>Inflation</b>		<p>The Company's future possible revenues, operating costs, Share price and returns to shareholders may be affected by changes in inflation and inflationary expectations.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>In a historical environment that has consistent inflationary outcomes, inflationary expectations are more likely to be consistent with the current rate of inflation. In this environment, companies are likely to have proactive pricing policies to protect themselves against inflation, which tend to eliminate any time lag effects, and as such, do not suffer reduced profitability due to delayed responsiveness to increased cost of inputs.</p> <p>This is the current situation in China where inflation is consistently around 4% per annum, with fluctuations of plus or minus less than 1% per annum, and enables companies to proactively increase prices to maintain the real level of profitability. A constant level of profitability enables a company to provide consistency in shareholder returns.</p>
<b>Financial Market</b>		
<b>Currency fluctuations</b>		<p>Most income of the Company will be received in CNY. Repatriation of any profit to Australia and the amount of any dividend may be affected by fluctuations in the exchange rate.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If there is a decrease in the value of CNY, profits when repatriated to Australia will be lower. However, the current trend is an increase in the value of CNY, which means that when the profits are repatriated to Australia, the profits will be higher.</p>
<b>Trade Risks</b>		
<b>Trade embargos</b>		<p>Restrictions on tourism between Taiwan or other countries and China, if implemented, will restrict the potential visitation to Mazu City from Taiwan.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>A trade embargo such as this would decrease the financial performance of the Company, as there would be fewer tourists from Taiwan.</p>
<b>Sanctions</b>		<p>Any sanctions between Taiwan or other countries and China, if implemented, will not only restrict the potential visitation to Mazu City from Taiwan, but may impact on the financial products offered by the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Sanctions would decrease the financial performance of the Company through a reduction in visitations, sales and use of the Company's financial products.</p>
<b>Commodity price volatility</b>		<p>A change in commodity prices would impact the Company, as it is a consumer of commodities during the construction stage of the project.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>During the course of construction of Mazu City, the price of raw materials may rise with fluctuations in commodity prices. This may affect the cost of construction.</p>
<b>Tariffs</b>		<p>Tariffs may affect the cost of any imported materials used in the construction of Mazu City.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>This is unlikely to have any significant effect on the Company, as the majority, if not all materials used in construction are produced domestically in China. Further, the Company does not export commodities.</p>
<b>Bounties</b>		<p>There may be government bounties or subsidies paid to encourage business. Any such subsidies or bounties will be subject to withdrawal.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Any bounty or subsidy may reduce the cost of construction or operation of the business. However, it is not expected that this will have any significant affect, unless the government introduces a specific tourism related bounty.</p>



Government		
Monetary policy		<p>The Company's future possible revenues, operating costs, share price and returns to shareholders may be affected by changes in monetary policy by the Australian and Chinese governments.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>In particular, the Chinese government is under international pressure to freely float its currency, which policy, if adopted, may affect the tourism market into China from other countries.</p>
Political risks in China		<p>China remains a centrally controlled planned economy, although there has been significant relaxation over the last 3 decades. It is possible, although unlikely, that the recent trend of liberalisation could be reversed.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>It is possible, although unlikely, that any such change will result in decisions adverse to the operations of the Company's business up to, and including nationalisation.</p> <p>Political decisions could also affect Cross Taiwan Strait relations up to and including severance of contact and prevention of visits from Taiwan to the mainland.</p>
Changes in government		<p>A change in government in China could result in a change in government policy.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Government leaders in China are from the same party and are likely to continue with similar policies.</p>
Changes in government policy		<p>Government policy can change quickly in China in order to achieve specific economic, social or political objectives. This includes policy related to religious tourism.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Cross-strait cultural tourism is an area selected for development in the current Five Year Plans. As such, developments such as Mazu City receive support from governments from national to local levels. That policy may be changed in the future, which may have an effect on the Company.</p>
Taxation		<p>Changes to the taxation regime in Australia and China may affect the profitability of the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Any increases in taxation will decrease the net profits of the Company and impact on the Company's capacity for reinvestment and dividend distributions. Fundamental changes in the nature of the taxation regimes is not expected, although rates under the existing regimes will vary over time.</p>
Legislative changes		<p>The operational environment of the Company may be affected by legislative changes and interpretations by courts in China and Australia.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Changes in the law and its interpretation may place additional cost imposts on the Company, require the Company refrain from certain activities and require the Company take affirmative steps that are disruptive to its business.</p>
Government intervention in economy		<p>Although there is now extensive private ownership of commercial enterprises in China, it still remains a centrally controlled planned economy, and the government intervenes in the economy using both fiscal and monetary policies, as well as significant legislative and licensing mechanisms to limit or enhance production, accelerate or defer consumption, and stimulate or dampen demand. A recent example is its intervention in the residential housing market where, in order to dampen demand in the sector, the government increased interest rates, imposed stricter banking lending requirements, and deferred settlements by holding up approval of contracts.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Cross-strait cultural tourism is an area selected for development in the current Five Year Plans. As such, developments such as Mazu City receive support from governments from national to local levels. That policy may be changed, which may have an effect on the Company.</p>

Regulatory		
Permits and licences		<p>The operation of Mazu City is dependent on the continuation and renewal of licences necessary for its operation.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The Company currently holds all necessary permits and licences and knows of no reason why such permits and licences would not be renewed. However, should renewal not occur, there may be significant impact on the Company's business.</p>
Legal compliance		<p>The continued operation of a business is dependent upon it maintaining compliance with the legal system, or where the business operates in more than one jurisdiction, with all relevant legal systems. Non compliance with the legal requirements of any jurisdiction may impact on the business.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Non compliance may result in loss of licences, prosecutions, fines or removal from the Official List of ASX. The Company has an Audit and Compliance Committee to ensure that the Company remains within the various legal, accounting and listing compliance requirements.</p>
Interpretation of existing and future laws by enforcement agencies		<p>The Company may be affected by changes in interpretations made by courts in China and Australia, or by changes in the application of laws and regulations by enforcement agencies.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Changes in interpretation or changes in the way matters are enforced may necessitate operational changes to the way the Company manages its affairs. The Company has an Audit and Compliance Committee to ensure that the Company maintains systems that are appropriate for the current approach adopted by courts and enforcement agencies.</p>
Impact of External Factors on Forecasts		
Unanticipated events		<p>Financial forecasts are typically made on the basis of the existing environment and emerging trends. However, unanticipated events that have the ability to impact on those forecasts may emerge at any time, rendering those forecasts less valid or even totally incorrect.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The probability of such occurrences may be low, but the impact may be high. The Company has a Risk and Sustainability Committee that is responsible for developing and recommending the implementation of systems that enable the Company to respond well to unanticipated events, to minimise any adverse effects of the Company.</p>
Innovation and adaptation		<p>New technology and innovation, and the method by which such new technology and innovation is adapted into our lifestyles, may impact outcomes in ways not accurately forecast.</p> <p>Equally, the failure of certain technologies to be adapted in a manner originally anticipated, or at all, may impact on forecasts.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>If the Company does not utilise or properly adapt its systems for new technology and other innovation, it will lose business opportunities and market share. The Company has a Business Strategy Committee to ensure that new technologies are contemplated by the Company and introduced as appropriate, and that systems are adapted to be accepting of and responsive to the effects of new technology and innovation being used by others.</p>

Accounting Standards		
Changes in accounting standards		<p>Changes in accounting standards in Australia and China have the ability to impact on the financial statements of the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>A change in the accounting standards may affect the manner in which the Company presents its financial statements, and depending on the nature of the change, may impact on the profitability, balance sheet or equity position of the Company.</p>
Recognition of revenue		<p>Elements of the Company's project involves the construction and sale of, or leasing of real property. Accounting standards preventing the recognition of revenue that may be received from being brought to account prior to certain completion events may impact on the financial statements of the Company.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Accounting standards may affect the time at which the Company can recognise revenue from real estate sales, and leasing and management income tied to share subscriptions. A delay in recognition will defer profitability for the Company.</p>
Changes in auditing requirements		<p>Changes in audit practices may impact on:</p> <ul style="list-style-type: none"> <li>• the cost of audits</li> <li>• the time taken to perform audits</li> <li>• any qualifications made to the financial statements of the Company.</li> </ul> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>Any additional cost or time consequences will adversely affect the immediate profitability of the Company. However, beneficial audit feedback may result in enhancements to the Company's systems and improve the quality of long term controls and profitability.</p> <p>Any qualifications to the financial statements may impact on the Company's ability to raise money, preserve banking or other arrangements, and may be deleterious to the Share price.</p>
Force Majeure		
Natural disasters		<p>Matters beyond the control of the Company may adversely affect the operation of Mazu City. These factors include natural disasters, warfare, terrorist attack and social upheavals.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The Mazu City site is the part of the business most prone to the occurrence of such an adverse risk event. However, the Company has diversified its business to include activities such as financial services where location is much more diversified and as such, this type of risk is much less likely to have a significant adverse impact.</p> <p>The government aid systems in China are effective and can help in the event of natural disaster.</p> <p>The Company carries appropriate insurances.</p> <p>The risk of terrorism in China is very low due to the significant rule of law maintained by the government.</p>
Social upheaval		<p>Social upheaval can be disruptive to business.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>The rule of law in China is strong, and is not currently subject to any significant level of social discontent, nor any form of uprising.</p>
Warfare		<p>Warfare can be highly disruptive to a tourist based business.</p> <p><b>LIKELY CONSEQUENCES IF RISK OCCURS</b></p> <p>There are currently no wars in China, nor any significant threats with its neighbours that appear likely to escalate into warfare. The significant size of the Chinese militia is a significant deterrent to an escalation towards conflict.</p>







SECTION 10

## Material Contracts

*Artist's impression of the future Mazu City Project*





# Material Contracts

## 10.1 Recapitalisation of Company

### GXG Acquisition Trust Agreement

#### Background

While the Company was in Administration and under the control of Mr Robert Whitton as Administrator, Mr Whitton and the Company entered into a Deed of Company Arrangement with GXG Acquisition Trust. Mr Gabriel Ehrenfeld was previously a director of the Company (within the last 6 months) and the trustee of GXG Acquisition Trust, so they are related parties.

#### Key terms of agreement

That agreement provided for:

- > The recapitalisation of the Company;
- > The issue of shares to achieve that recapitalisation;
- > The acquisition by the company of a business; and
- > The eventual requotation of the Company's shares on ASX.

#### Key financial provisions

A creditors' trust fund is established to which 1,500,000 fully paid ordinary shares in the Company are issued (*DOCA Shares*). Robert William Whitton is appointed as trustee of the creditors' trust. Subject to any longer escrow period on the DOCA Shares imposed by ASX, the DOCA Shares will be subject to an escrow period of, as to 1,000,000, 12 months, and as to 500,000, 18 months from the date of reinstatement to quotation on ASX of the Company's Shares.

Subject to any escrow, the trustee will sell the DOCA Shares, with a first right of refusal being provided to GXG Acquisition Trust. The proceeds will be applied in the following order:

- (i) Repayment of advances made by GXG Acquisition Trust including advances for legal fees and ASX listing fees;
- (ii) Payment of the costs of the Trustee including allowed costs of the former Administrator and Deed Administrator;
- (iii) Payment of a contribution of up to \$50,000 to RedX Engine Company Pty Ltd (Subject to Deed of Company Arrangement) ACN 094 363 907;
- (iv) Payment of admitted creditors' claims to a maximum of 100 cents in the dollar; and
- (v) Payment of any surplus to the Company.

This is subject to the 500,000 DOCA Shares with an 18 month escrow period being immediately transferred to GXG Acquisition Trust at the end of the escrow period if at any time during the calendar month preceding the escrow expiry date, the share price from a market trade was 30 cents or greater.

#### Current status

The Deed of Company Arrangement has been effectuated and the Company has returned to the control of its directors. The proposed capital raising pursuant to this Prospectus is part of the process of recapitalisation.

#### Likelihood of completion

If this capital raising succeeds the Company is not aware of any circumstance that would cause the requotation of the Company not to be completed. That statement is subject to any requirements that ASX may have for the requotation of the Shares on ASX.

#### Effect of non-completion

Ultimately, if that agreement is not completed, the Company's Shares will not be quoted on ASX.



### Success Fee Agreement

#### Background

While the Company was subject to the DOCA and under the control of Mr Robert Whitton as Deed Administrator, Mr Whitton and the Company entered into a Success Fee Agreement with GXG Acquisition Trust.

As set out in SECTION 3.1, the Company was previously in Administration and unable to pay its debts. The Company required new capital to be invested to avoid liquidation. As such, the Company entered into the Success Fee Agreement as part of the recapitalisation of the Company. The shareholders of the Company overwhelmingly supported the entry into the Success Fee Agreement, an arrangement that was clearly beneficial to the shareholders at that time, and one that remains beneficial to the Company as it significantly heightens the prospects of raising capital for the development of Mazu City.

Mr Gabriel Ehrenfeld was previously a director of the Company (within the last 6 months) and the trustee of GXG Acquisition Trust, so they are related parties. The entry into the Success Fee Agreement was authorised by the shareholders of the Company in a general meeting held on 7 June 2011.

#### Key terms of agreement

That agreement provided for:

- > The recapitalisation of the Company;
- > The sourcing of capital to achieve that recapitalisation;
- > The payment of a success fee to GXG Acquisition Trust on all capital raised prior to the requotation of the Company
- > The payment of a placement fee and the payment of a management fee to GXG Acquisition Trust on all capital raised for a period of five years following the requotation of the Company.

#### Key financial provisions

The agreement provides for:

- > Payment of a success fee to GXG Acquisition Trust of 5% plus GST on all capital raised prior to the requotation of the Company
- > The payment of a placement fee of 4% and the further payment of a management fee of 4% to GXG Acquisition Trust on all capital raised for a period of five years following the requotation of the Company, including on the exercise of A Class Options and the exercise of B Class Options
- > The payment to GXG Acquisition Trust of \$150,000 plus GST for preparation of the notice of meeting and information memorandum prepared during the recapitalisation of the Company, plus reimbursements paid to third parties
- > The success fee, the placement fee and the management fee apply to all capital raised including non-cash assets
- > The success fee is payable within 7 days of requotation of the Company's Shares on ASX, and the placement fees and management fees are payable within 7 days any such capital to which the fees apply being paid to or received by the Company.

#### Current status

The Deed of Company Arrangement has been effectuated and the Company has returned to the control of its directors. Capital has already been raised pursuant to the recapitalisation of the Company. The proposed capital raising pursuant to this Prospectus is a further part of that process of recapitalisation.

#### Likelihood of completion

If this capital raising succeeds, the Company is not aware of any circumstance that would cause the requotation of the Company not to be completed. That statement is subject to any requirements that ASX may have for the requotation of shares on ASX.

#### Effect of non-completion

Ultimately, if further capital is not raised, the Company's Shares will not be quoted on ASX.





## Sponsoring Broker Agreement

### Background

The Company has appointed Novus Capital Limited ABN 32 006 711 995 as the Sponsoring Broker to the issue under this Prospectus. Novus Capital Limited is the holder of an Australian Financial Services Licence (AFSL No. 238168).

### Key terms of agreement

That agreement provides that:

- > The Sponsoring Broker will provide services as a financial adviser, sponsoring broker and lead manager to the Offer, to assist in raising the required capital under the Offer and in obtaining sufficient Subscribers to re-establish the spread of shareholders required under the Listing Rules;
- > The Sponsoring Broker will act as exclusive financial adviser, lead manager and sponsoring broker to the issue of Securities under the Offer;
- > The raising of the capital under the Prospectus will proceed as soon as possible following the opening of the Offer;
- > The services of the Sponsoring Broker are provided on a best endeavours basis;
- > The Sponsoring Broker will receive a sponsoring broker and lead manager fee;
- > The Sponsoring Broker will receive a monthly financial advisory fee during the period of the capital raising;
- > The Sponsoring Broker will receive a management fee on the capital raised under the Offer;
- > The Sponsoring Broker will receive a brokerage fee on the capital raised under the Offer;
- > The Sponsoring Broker will receive a performance success fee upon the successful re quotation of the Company's Securities on ASX;
- > The Sponsoring Broker will provide ongoing financial advisory services for a period of 12 months from the date of re quotation of the Company's Securities on ASX;

### Key financial provisions

The agreement provides for:

- > Payment of a sponsoring broker and lead manager fee of \$125,000 plus GST payable upon the allotment of Securities issued pursuant to the Offer;
- > Payment of a financial advisory fee of \$12,500 plus GST per calendar month from the date of appointment until the date of re quotation of the Company's Securities on ASX, for a maximum of six (6) months;
- > Payment of a management fee of 1.0% plus GST of the capital raised under the Offer;
- > Payment of a brokerage fee of 5.0% plus GST of the capital raised under the Offer;
- > The issue of 100,000 Shares upon the successful reinstatement to quotation of the Company's Securities on ASX as a performance success fee;
- > Payment of an ongoing financial advisory fee of \$7,500 plus GST per calendar month for a period of 12 months from the date of re quotation of the Company's Securities on ASX.

### Current status

The agreement is on foot and the Sponsoring Broker will proceed with the capital raising once the Offer is open.

### Likelihood of completion

The Sponsoring Broker is proceeding on a best endeavours basis. The Sponsoring Broker has previously successfully effected other China based capital raisings and the Company is not aware of any circumstances that would prevent the Sponsoring Broker from endeavouring to complete the capital raising under this Offer on the agreed commercial terms. If this capital raising succeeds, the Company is not aware of any circumstance that would cause the re quotation of the Company not to be completed. That statement is subject to any requirements that ASX may have for the re quotation of shares on ASX.

### Effect of non-completion

Ultimately, if further capital is not raised, the Company's Shares will not be quoted on ASX.

## Underwriting Agreement

There is no underwriting agreement in relation to this Prospectus.





## 10.2 Mazu City Acquisition and Construction Contracts

### Acquisition of Temple

#### Background

The Company entered into a contract with the shareholders of Zhangzhou Wushi Tourism Development Co for the transfer of their shares to the Company. Consideration for that agreement was the issue of shares in the Company to those shareholders. Upon completion of that agreement, Zhangzhou Wushi Tourism Development Co became a wholly owned subsidiary of Mazu Alliance Limited.

#### Current status

The agreement has been completed.

### Agreement with Chinese Government

#### Background

The Company has an agreement with the Zhangpu government in relation to the development of Mazu City and the relocation of farmers off that part of the land currently occupied for the purposes of farming. This agreement provides for a substantial saving to the Company with respect to the expropriation costs that would normally be incurred in the development of farmland currently under agricultural use.

#### Key terms of agreement

That agreement provided for:

- > The establishment of a wholly owned Chinese subsidiary of the Company;
- > The wholly owned subsidiary to be the holder of the land usage rights;
- > For the government to relocate all farmers from the land;
- > For the Company to have all rights on the land for a period of 70 years.

#### Key financial provisions

The agreement provides for:

- > The establishment of a wholly owned Chinese subsidiary of the Company;
- > That subsidiary to have a registered capital of USD 12 million;
- > A balance of USD 9.6 million to be paid as expropriation costs of the land from the farmers;
- > Payment of RMB 10 million before expropriation and use of the land by the Company can commence.

#### Current status

The wholly owned Chinese subsidiary has been incorporated.

#### Likelihood of completion

The agreement is on foot and, subject to raising sufficient capital, the Company is not aware of any reason why it should not complete.

#### Effect of non-completion

If this agreement does not complete, the Company may not be able to relocate the farmers from the land and will not have the use thereof, and or may be faced with the burden of doing so at normal commercial rates, which could be significantly more than the costs under this agreement with the government.



## Construction in Progress

### Background

On 17 September 2012, the Company announced that construction of the expanded temple complex and other elements of Mazu City had commenced. At the date of acquisition, the amount spent on construction in progress was RMB 5,300,786.90. The total amount spent on the Temple complex between 7 November 2011 (the date of acquisition) and 30 June 2014 was RMB 6,700,000, giving a total expenditure on construction in progress of RMB 12,000,786.90.

### Existing temples at Mazu City

The Mazu City site now has 7 temples built or under construction. Of these, five (5) are completed (Wushi Palace of Queen of Heaven Temple, Princess Temple, Father and Mother Palace, East Side Temple and West Side Temple) and two (2) are currently under construction (Nanyao Hall and Wan Fo Pavilion).

### Current status of construction

The Company has completed the following construction steps to date in Mazu City:



#### Memorial Gateway

A city gate has been constructed in the Northern Song style of architecture and extends across the road entrance, allowing vehicular traffic to pass through the city gate structure.



#### Office Complex

An 800m<sup>2</sup> office and administration complex has been constructed to the west of the public piazza, and is recessed on lower ground so as not to obstruct the aesthetics of the temple complex.



#### Car Park, Roads And Footpaths

An unsealed gravel car park, with parking for 50 cars, is constructed at the south end of the public piazza. In addition, there are main concrete roads, sealed service roads, driveways, footpaths and a perimeter trail that have been constructed at the site.

The details of the two (2) temples currently under construction are as follows:



#### Nanyao Hall

Nanyao Hall is located on high ground directly at the base of the mountain range. It is a single level development with a vaulted ceiling and is of concrete and timber construction. The external structure and roof is currently constructed. It is subject to an individual construction contract which is based on time and materials, and which has an anticipated completion total of RMB 3,000,000. It is anticipated to be completed in September 2016.

### Likelihood of completion

Subject to the raising of sufficient capital, the Company is not aware of any circumstance that would cause the construction of Nanyao Hall not to be completed. That statement is subject to the satisfaction of any ongoing requirements that the Company may have for capital for continuation of its operations.

### Effect of non-completion

If the construction is not completed, the Company will not secure the future financial benefits from the Temple. If the builder does not complete the work, the Company can engage an alternative builder to complete the temple.



#### Wan Fo Pavilion

Wan Fo Pavilion is a two level construction with a raised vaulted roof for light and ventilation on the second level. It is of concrete floor, brick wall and clay tile roof construction. The external structure is substantially completed. It is subject to an individual construction contract which is based on time and materials, and which has an anticipated completion value of RMB 2,000,000. It is anticipated to be completed in May 2016.

### Likelihood of completion

Subject to the raising of sufficient capital, the Company is not aware of any circumstance that would cause the construction of Nanyao Hall not to be completed. That statement is subject to the satisfaction of any ongoing requirements that the Company may have for capital for continuation of its operations.

### Effect of non-completion

If the construction is not completed, the Company will not secure the future financial benefits from the Temple. If the builder does not complete the work, the Company can engage an alternative builder to complete the temple.



### Wushi Mazu Tourism Area Construction Contract

#### Background to construction contract

The Company, through its subsidiary, Zhangzhou Wushi Tourism Development Co Ltd, has entered into a contract with Fujian Province Minnan Construction Project Co Ltd for development of the first stage of the Wushi Mazu Tourism Area.

#### Key terms of agreement

The scope of the project includes design, the construction of civil works, water and electricity installation, building construction and interior decoration. Work will commence once the Company has raised sufficient capital to so proceed.

#### Key financial provisions

The agreement provides that:

- > The total of the works under this contract is not to exceed RMB 100 million. The Company is carrying a capital expenditure commitment of RMB 100 million in its financial statements.
- > The works will commence following the raising of capital by the Company, and will be subject to normal progress payments and warranty retentions.
- > The construction company has remitted a donation for RMB 3 million in lieu of a construction bond. This donation has been recorded in the financial statements as a creditor and will be treated as such until construction has commenced.

#### Current status

The contract has been executed and the donation of RMB 3 million has been remitted by the construction company to the Company. Work under the contract will proceed once the Company has raised the required capital. The proposed capital raising pursuant to this Prospectus is a further part of that process of recapitalisation.

#### Likelihood of completion

If this capital raising succeeds, the Company is not aware of any circumstance that would cause the parties not to proceed with and complete the works under the contract.

#### Effect of non-completion

Ultimately, if further capital is not raised, the Company will not be in a position to proceed with the contract. In that case, the Company will need to refund the RMB 3 million to the construction company. If the capital is raised and the Company is able to proceed but the construction either does not proceed or commences but does not complete, then the Company will be able to engage another construction company to perform the work, and will also be entitled to retain the RMB 3 million.

### Environmental Impact Assessment

#### Background

The Company has entered into an environmental impact assessment & technical service contract with Zhangzhou Xianghe Environmental Protection Technology Co. Ltd. (**Environmental Expert**). In conformity with the contract law of China in relation to construction and the current environmental protection law, regulations, standards and policies, it is incumbent on the Company to protect the nature and ecological environment in the construction area, and for the construction phase to proceed in accordance with those requirements

#### Key terms of agreement

The Environmental Expert is required to prepare an Environmental Impact Assessment (**EIA**) for the first stage of the development of the Zhangpu Wushi Mazu City tourism area. The report is to be prepared in accordance with the Contract Law of China, the current Environmental Protection Law, and all regulations, standards and policies. It is required to contain a plan to protect the nature and ecological environment in the construction area, and enable the project to proceed smoothly and efficiently.

#### Key financial provisions

The agreement provides that the Environmental Expert will be paid RMB 18,000 for the preparation of the report.



The Environmental Protection Bureau of Zhangpu County will convene a panel of environmental protection experts that will review the EIA report. If the EIA report is acceptable, the related fee will be paid thereafter.

#### **Current status**

The contract has been executed and the work has been commenced.

#### **Likelihood of completion**

The Company is not aware of any circumstance that would cause the parties not to complete the works and remit the required payment under the contract.

#### **Effect of non-completion**

If the Environmental Expert cannot satisfactorily complete the Contract, the Company will engage an alternative provider of the relevant expert services.

## **10.3 Operational Contracts**

### **Corporate Management Agreement**

#### **Background**

While the Company was Subject to the DOCA and under the control of Mr Robert Whitton as Deed Administrator, Mr Whitton and the Company entered into a Management Agreement with Steinbruck Capital. Mr Gabriel Ehrenfeld was previously a director of the Company (within the last six months) and is a shareholder of Steinbruck Capital, so they are related parties.

#### **Key terms of agreement**

That agreement provided for the appointment of Steinbruck Capital to manage the affairs of the Company for a period of five years following the requotation of the Company's Shares on ASX. Steinbruck Capital has engaged Mr Raymond Taylor to be responsible for the compliance work required under the contract.

#### **Key financial provisions**

The agreement provides for payment to Steinbruck Capital of a monthly fee of \$45,000 plus GST indexed annually to CPI, plus disbursements.

#### **Current status**

The management agreement will commence immediately upon the reinstatement to quotation of the Company's Shares on ASX.

#### **Likelihood of completion**

To come into effect, the Company will need to secure the reinstatement to quotation of its Shares on ASX. If the capital raising under this Prospectus succeeds, then the Company is not aware of any circumstance that would cause the requotation of the Company not to be completed, and thus the agreement should come into effect. That statement is subject to any requirements that ASX may have for the requotation of shares on ASX.

#### **Effect of non-completion**

Ultimately, if further capital is not raised, the Company's Shares will not be quoted on ASX, and the management agreement will not come into effect. If the agreement commences but the manager does not complete it, the Company can appoint an alternative manager.

### **Temple Operational Management Agreement**

#### **Background**

Following the acquisition of the Temple and related assets, the Company took steps to maintain the normal ongoing operations of the Temple. The Company's focus is on the necessary steps to expand and commercialise the operations of the Temple and to effect the expansion and construction stages of Mazu City. Accordingly, to conduct the existing daily operations of the Temple, the Company's wholly owned subsidiary, Zhangzhou Wushi Tourism Development Co Ltd, has engaged Zhangpu Wushi Palace of Queen of Heaven Administrative Committee (**Committee**) to manage the day-to-day operation of the Temple.





### Key terms of agreement

The agreement provides for the Committee to manage the affairs of the Temple from month to month until the Company effects the necessary commercialisation steps following the raising of further capital. Either party may provide one month's notice to terminate the arrangement.

### Key financial provisions

The Committee has the right to pay all operational costs from the revenue received. The arrangement requires that any net profit from the operation is to be remitted to Zhangzhou Wushi Tourism Development Co. Ltd on a timely basis. Operations are still at an early stage and there have not been net profits to date. This is not anticipated to change prior to the comprehensive commercialisation of the Temple and other Mazu City operations, which commercialisation activities shall only become sufficiently advanced following future capital raising activities by the Company.

### Current status

The Temple operational management agreement is currently in effect and it is anticipated that it will continue until at least the reinstatement to quotation of the Company's Shares on ASX.

### Likelihood of completion

The agreement is currently in effect. It is likely to continue until the Company seeks to end the agreement.

### Effect of non-completion

If the agreement is terminated prior to the Company wishing to assume daily responsibility for the management of the Temple, the Company can appoint an alternative manager.

## Sales Distribution Agreement

### Background

Previously, the largest debtor of the Company owed RMB 9.65 million to the Company, and this debt was settled during the first half year of the 2015 financial year, by way of transferring the ownership of a proportionate quantity of Maotai liquor to the Company. In the Company's opinion, the value of this stock has a realisable value of at least the carrying value of the debt. The Company has entered into a distribution agreement with the Chinese Mazu Association for the purpose of selling the entire stock of Maotai liquor held by the Company.

### Key terms of agreement

The agreement provides for:

- > The Chinese Mazu Association to sell the entire Maotai liquor stock of the Company;
- > A period of two (2) years ending on 5 October 2016 in which to do so;
- > The Chinese Mazu Association to use their best endeavours to sell the entire Maotai liquor stock within one (1) year, despite the formal two year term of the agreement;
- > The Chinese Mazu Association to be paid a sales commission.

### Key financial provisions

The agreement provides for:

- > The Chinese Mazu Association to collect all revenues from the sale of the entire Maotai liquor stock of the Company;
- > The Chinese Mazu Association to be paid a sales commission of 10% of the sales revenue;
- > The Chinese Mazu Association to immediately remit the net proceeds of the sales (total revenue less sales commission of 10% of the sales revenue) to the Company.

### Current status

The Chinese Mazu Association has taken delivery of an initial quantity of stock. The Company anticipates that it will start receiving proceeds within the June quarter of 2015. The current government policies in China have dampened the demand for Maotai liquor, which policies include a tightening on gifts to government officers and a tightening on drink driving regulations. In response to this, the Company has formally agreed to a two year period for the Chinese Mazu Association to liquidate the stock, which time is considered by both parties to be adequate even in the current policy environment.

### Likelihood of completion

The agreement is currently in effect. The Company is not aware of any reason why the agreement should not be completed.

### Effect of non-completion

If the agreement is not completed, the Company is entitled to retake delivery of any unsold stock in the possession of the Chinese Mazu Association, to be paid the net proceeds for any part that is already sold, and to take other measures to deal in the stock of the Maotai liquor.



## 10.4 Personnel Contracts

### Executive Director's Remuneration

#### Background

As at the date of this Prospectus, Mr Bingkun Huang serves as an Executive director of the Company. The key details of his employment agreement is set out below.

### Mr Bingkun Huang

Mr Bingkun Huang serves as the Chairman and Chief Executive Officer of the Company. [See *SECTION 7.1* for further details].

#### Key terms of Mr Huang's agreement

The agreement provides for:

- > Mr Huang to be engaged for an initial term of 5 years;
- > Mr Huang to have management responsibility for all operational aspects of the Company. This role continues even if Mr Huang ceases to act as the Chairman and or as a director of the Company.

#### Key financial provisions of Mr Huang's agreement

The agreement provides for:

- > The payment of a salary of \$336,000 per annum inclusive of social benefits payable under Chinese employment law;
- > Payment of travel and business expenses in accordance with Company policy;
- > Payment of bonuses as may be agreed by the board from time to time;
- > Annual adjustment based on the China Consumer Price Index (All Groups);
- > Payments of salary are not to commence before the later of the raising of more than \$9 million and the reinstatement to quotation of the Company on ASX. Other payments under the agreement (including bonus payments, travel and business expenses) are payable as and when they become due.

#### Current status

The agreement is in place. Salary payments have not commenced as the required milestones have not yet been reached.





### Other Employment Agreements

Employees of the Company based in China are subject to normal employment contracts under Chinese law. None of these contracts are described as material contracts.

The Company has no employees outside of China. All professionals engaged are done so on normal commercial terms and rates.

## 10.5 Financial Contracts

### Share Restriction Agreements

#### Background

The Company currently has 235,886,961 Shares on issue. Of these, 127,706,069 Shares are subject to Escrow by ASX and 106,415,083 Shares are subject to voluntary Escrow agreements. The Company also has 40,000,000 B Class Shares on issue that are subject to Escrow by ASX.

#### Key terms of agreements

Of the 235,886,961 Shares on issue, 127,706,069 Shares are subject to Escrow by ASX for a period of 2 years following requotation of the Company's securities on ASX, and 104,915,083 Shares are subject to voluntary Escrow agreements for a period of 2 years following requotation.

Pursuant to the terms of the DOCA, 1,000,000 Shares will be subject to voluntary Escrow for 12 months following requotation, and 500,000 Shares will be subject to voluntary Escrow for 18 months following requotation.

The Company currently has 40,000,000 B Class Shares on issue. These are subject to Escrow by ASX for a period of 2 years following requotation of the Company's securities on ASX, as will be any Shares issued pursuant to the exercise of those options.

#### Key financial provisions

There are no financial terms other than a restriction on dealing in the Shares for the period of Escrow.

#### Current status

The Escrow agreements stated as being in place have been executed as required.

#### Likelihood of completion

Whilst the Company remains on the Official List of ASX, the Company is not aware of any circumstance that would cause those agreements not to be completed.

#### Effect of non-completion

If the shareholders become relieved from the Escrow restrictions, then the Shares could be traded.

### Leases

Other than matters set out elsewhere in the Prospectus relating to the acquisition, operation and future plans of Mazu City, the Company has not entered into any other material leases of land or chattels.

### Business Finance Agreements

#### Short Term Finance Agreements

The Company has taken out short term finance from each of Agora Capital Corporation Pty Ltd and Starsea Pty Ltd to fund some of the costs of the Offer that are set out in *SECTION 11.6* (Page 171). It is intended that both of these facilities will be repaid in full upon completion of the Offer.

Other than the above and matters set out elsewhere in the Prospectus, there are no other material business finance agreements.



## 10.6 Business Expansion

### Agreements with Taiwanese Temples

#### Background

The Company proposes to build 3,600 private shrines in Mazu City and to lease the majority of these to other congregations, initially concentrating on the network of over 5,000 Mazu congregations in Taiwan.

#### Key terms of agreement

The Company has entered into over 280 agreements with congregations for the worship of Mazu in Taiwan. Those agreements provide for leases of private shrines in the Temple Complex, and (subject to any necessary regulatory approval) for the issue of shares to those congregations. The agreements are non-binding, and are intended to be supplemented by further detailed agreements once the Company has raised the required capital and is able to proceed with the full scale construction of Stage 1 of Mazu City.

#### Key financial provisions

The agreement between the parties requires the cooperation of the Taiwanese congregations in the subscription of capital, the construction of a private shrine in Mazu City, the leasing by the congregation of that shrine for a period of up to 70 years, and the promotion of Mazu City to their congregants. The size of each community varies, and the arrangements are tailored to suit each community.

#### Current status

The agreements have been executed and are awaiting the Company to proceed with the Stage 1 construction steps of Mazu City.

#### Likelihood of completion

While it is possible that, with such a large number of agreements, some may not complete, the Company is not aware of any circumstance that would cause those agreements not to be completed.

#### Effect of non-completion

If any of the agreements are terminated prior to completion, then the Company will not develop the private shrines relating to those particular agreements that are terminated, the Company may not receive the capital subscriptions contemplated by those agreements, and the Company will be able to allot those planning slots to other interested parties that make the required contractual commitment.

### CUC Debit Card Agreement

#### Background

The Company has entered into an agreement with CUC (Fujian) Payment Service Co Ltd (**CUC**) for the issue of co-branded bank debit cards. CUC has registered capital of RMB 100 million, and is the holder of Payment Businesses Certificate number Z2006735000018 issued by the People's Bank of China. CUC has the authority to issue and accept prepaid (debit) bank cards, and holds an agreement with China Construction Bank which is the Reserve Fund Depository Bank.

#### Key terms of agreement

The agreement provides for:

- > The initial issue of 50,000 Mazu co-branded debit cards;
- > The acceptance of these cards at over 7,000 merchants across a broad range of industries including public transport, utilities, supermarkets, department stores, convenience stores, restaurants, electronics stores, health and beauty, cigarettes and liquor, clothes and shoes, entertainment and leisure, tourism, airlines, education and training, food sales, weddings, hotels, jewellery, medical, health care and property management;
- > The sharing of the settlement fees earned.

#### Key financial provisions

The agreement provides for:

- > The division between the Company and CUC of the settlement fees on a 50:50 basis, after deduction of third party costs;





- > Settlement fees varying in the rate range of 1.5% to 10.0%, depending on the industry classification and the arrangements with each merchant;
- > The Company to meet the issue cost of RMB 1 per Mazu co-branded debit card.

### **Current status**

The agreements have been executed and are currently in effect.

### **Likelihood of completion**

The agreement is currently in effect and is an ongoing agreement with a term of two (2) years. The agreement is due for renewal in July 2015.

### **Effect of non-completion**

If the agreement is terminated prior to completion, then the Company will not be able to issue further cards and will not receive the ongoing benefit of revenue from settlement commissions.

## Supply Contracts

### **Mazu branded products**

The Company has outsourced the manufacture of limited runs of certain ranges of products that it intends to distribute and sell on a broader basis in the future, for the purpose of test marketing. However, the Company has not entered into any significant contracts with suppliers at this time.

## Wooden Holiday Villas

### **Background**

The Company proposes to utilise timber construction for elements of the residential development in Mazu City. In order to build up the Company's expertise, comparative advantage and supply channels, the Company has entered into a tripartite arrangement for the construction and sale of wooden holiday villas in Dongshan County, Zhangzhou City, Fujian Province, China. This is located in the coastal region of Zhangzhou, approximately a one hour drive from Mazu City.

The Company, through a wholly owned subsidiary, entered into a joint venture agreement with the landowner Dongshan Heizhenzhu Tour Orchard Co Ltd for the supply of the land on which wooden villas would be constructed and for the sale of the constructed villas, and a separate agreement with Xiamen City Lianhu Construction Group Co Ltd for the construction of the wooden villas.

### **Key terms of land and sales agreement**

The agreement provides for:

- > The supply of land for the construction of two (2) display villas;
- > The construction by the Company of two (2) display villas at the expense of the Company;
- > The supply of land to the joint venture for the construction of a further 18 villas;
- > The construction and sale of a further 18 villas and for the profits to be distributed between the parties in the agreed fashion.

### **Key financial provisions of land and sales agreement**

The agreement provides for:

- > The landowner to meet the cost of construction of the further 18 villas as they sold and built;
- > For 30% of the profits to be distributed to the Company after also deducting an agreed commercial rate for the land;
- > For the purchase from the Company of the two display villas once the same are no longer required as display villas.

### **Current status of land and sales agreement**

The agreement was executed, the land for the two display villas was provided, and the Company has constructed and paid for the two display units. The Company is awaiting the land owner to effect sales of further wooden villas.



**Likelihood of completion of land and sales agreement**

The Company is not aware of any circumstance that would cause the agreement not to be completed.

**Effect of non-completion of land and sales agreement**

If the agreement is not completed, the Company will not be able to receive its full entitlements under the agreement. This may involve some risk in relation to the two control and ownership of the display villas.

**Key terms of construction agreement**

The agreement provides for:

- > The construction of twenty (20) villas including the two (2) display villas;
- > The immediate construction by Xiamen City Lianhu Construction Group Co Ltd of the two (2) display villas for the Company.

**Key financial provisions of construction agreement**

The agreement provides for:

- > The construction by Xiamen City Lianhu Construction Group Co Ltd of two (2) display villas the Company at a cost of RMB 2,500,000.
- > A ceiling of RMB 25,000,000 for the construction of the twenty (20) villas including the two (2) display villas;
- > The withholding of a 3% quality assurance deduction during the maintenance period.

**Current status of construction agreement**

The agreement was executed, and the two display villas have been constructed and paid for in full. The Company is awaiting the land owner to effect sales of further wooden villas before further villas are ordered.

**Likelihood of completion of construction agreement**

The Company is not aware of any circumstance that would cause the agreement not to be completed.

**Effect of non-completion of construction agreement**

If the agreement is not completed, the Company will not be able to make the anticipated level of profits from the sale of the villas.





### 10.7 Future and Potential Contracts

The Company and its directors are engaged in ongoing discussions with various parties in relation to the development of the Company and the Mazu City Project. Other than as disclosed in *SECTION 10* of the Prospectus or in the published financial statements of the Company, there are no recent material contracts that have been completed by the Company.

It is not anticipated that any material transactions will be finalised between the date of this Prospectus and the Closing Date. Other than as disclosed in *SECTION 10* or elsewhere in the Prospectus, there are no significant transactions or potential material contracts that the Company anticipates it will complete in the near future.

#### Religious and Cultural Tourism

Utilising the Company's systems, knowhow and other intellectual property in relation to the organisation of religious and cultural tourism, the Company is examining other opportunities to extend its management and or ownership of other religious sites around the world. Proposed locations for the development of further centres are set out in *SECTION 8.2* of the Prospectus.

#### Credit Card Agreement

The Company has a non-binding agreement in principle with a major Chinese bank for the issue of co-branded credit cards. Discussions and preliminary understandings have been reached on the nature of cooperation, which the Company will be seeking to finalise. See *SECTION 6.4* (Page 72) for more information.

#### Other Future Opportunities

The Company has also set out other future opportunities in *SECTION 6.8* of the Prospectus. These are not matters that are likely to result in the entry into material contracts by the Company between the date of this Prospectus and the Closing Date.



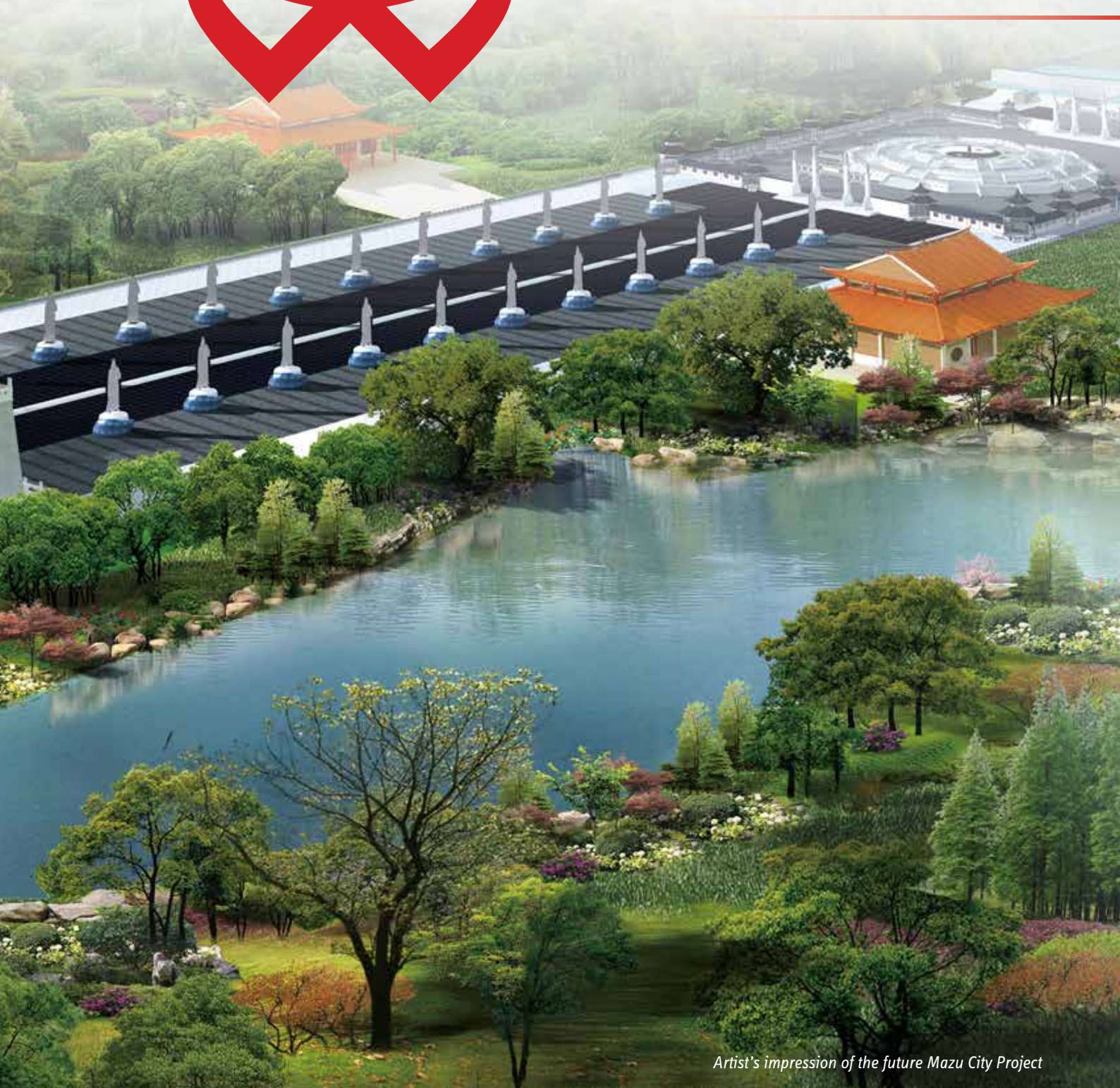






SECTION 11

# Financial Information



*Artist's impression of the future Mazu City Project*





# Financial Information

## 11.1 Introduction

This section of the Prospectus contains a summary of actual historical and pro forma financial information (**Financial Information**) of Mazu Alliance Limited that the Directors consider relevant to potential investors. All Financial Information presented in this section should be read in conjunction with the summary of significant accounting policies set out in *SECTION 11.10* and the Independent Accountant's Report set out in *SECTION 12.5* and other information contained in this Prospectus.

The Financial Information comprises the following:

**Statutory historical financial information for the Company, being:**

- > Statutory historical statements of comprehensive income for the years ended 30 June 2012, 30 June 2013 and 30 June 2014 and the half year ended 31 December 2014 [See *SECTION 11.3*];
- > Statutory historical consolidated statement of financial position as at 31 December 2014 [See *SECTIONS 11.5* and *11.6*]; and
- > Statutory historical cash flow statements for the years ended 30 June 2012, 30 June 2013 and 30 June 2014 and the half year ended 31 December 2014 [See *SECTION 11.4*]

**Pro forma historical financial information for the Company as at 31 December 2014 assuming each of the following amounts are raised under the Offer:**

- > Minimum Subscription
  - > Full Subscription
  - > Maximum Over-Subscription
- [See *SECTIONS 11.5* and *11.6*]

Notes on the basis of preparation and presentation of the Financial Information [See *SECTION 11.2*], including the assumptions underlying the pro forma statement of financial position [See *SECTION 11.5*], and the accounting policies adopted in the preparation of the Financial Information [See *SECTION 11.10*]

## 11.2 Basis of Preparation and Presentation of the Financial Information

### Overview

The Financial Information has been prepared and presented in accordance with the recognition and measurement principles of the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board. The Financial Information is presented in an abbreviated form insofar as it does not include all of the presentation and disclosures required by IFRS and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

The Company's key accounting policies are set out in later in this Section. They have been consistently applied throughout the periods presented. Following re-quotation of the Company's securities on ASX, the Company's financial statements will continue to be prepared in accordance with IFRS, and will continue to be audited in accordance with the Australian Auditing Standards.

The financial information presented in this Section should be read in conjunction with the risk factors set out in *SECTION 9* of the Prospectus, the Investigating Accountant's Report set out in *SECTION 12.5* and other information contained in this Prospectus. Unless stated or the context implies otherwise, all amounts are expressed in AUD.

### Preparation of Historical Financial Information

The statutory historical Financial Information has been extracted from the audited financial statements of Mazu Alliance Limited for FY2012, FY2013 (Restated) and FY2014 (Restated), and from the reviewed 6 month period to 31 December 2014 (Restated).

The pro forma historical Financial Information presented in the Prospectus has been reviewed by the independent Investigating Accountant, KS Black & Co. Investors should note the scope and limitations of the Investigating Accountant's Report included in Section 12.5 of the Prospectus.

Investors should note that past results are not a guarantee of future performance.





**Details of Auditor qualifications to financial reports**

The statutory historical statements of comprehensive income, statements of financial position and statements of cash flow of the Company for FY2012, FY2013 and FY2014 have been audited by the Company's Auditor, DFK Richard Hill, and the statements of comprehensive income, statements of financial position and statements of cash flow of the Company for the 6 month period to 31 December 2014 have been reviewed by the Company's Auditor. The Auditor issued an **unqualified opinion in respect of FY2014** with an emphasis of matter in relation to the material uncertainty about the Company's ability to continue as a going concern on the basis that additional capital needed to be raised. Set out below in tabular form is a summary of the Auditor's report opinions for all periods since the acquisition of the Mazu temple and land assets.

Period				Qualification to Auditor's Report (Summary)	Emphasis of Matter (Summary)
Report	Ended	Period	Audit / Review		
HY2012	31 December 2011	6 months	Reviewed	None	None
FY2012	30 June 2012	12 months	Audited	In the conduct of its business in China, the company maintains a cash float for the payment of certain expenses and maintains sufficient documentary evidence to support the transactions. No confirmation is available to support the opening balance sheet figure for cash at bank and on hand to the extent of \$256,301.	Although the group recorded a net profit after tax of \$22,156,417, a loss from operations of \$2,106,593 and a net shortfall in current assets over current liabilities of \$2,272,728 indicates a material uncertainty as to the group's ability to continue as a going concern without raising additional capital.
HY2013	31 December 2012	6 months	Reviewed	None	None
FY2013 (Restated)	30 June 2013	12 months	Audited	See FY2014 (Restated) below.	See FY2014 (Restated) below.
HY2014 (Restated)	31 December 2013	6 months	Reviewed		None
FY2014 (Restated)	30 June 2014	12 months	Audited		The group recorded a net loss after tax of \$4,442,008 (2013: loss \$4,546,512), net cash outflows from operations of \$139,474 and a net shortfall in current assets over current liabilities of \$3,479,684. This indicates a material uncertainty as to the group's ability to continue as a going concern without raising additional capital.
HY2015 (Restated)	31 December 2014	6 months	Reviewed		None

**NOTE:** Use of the word "group" in the above table refers to the Company and its wholly owned or controlled operating subsidiaries, and is consistent with the use of that word by the auditor in the respective audit reports on the consolidated financial statements.



## 11.3 Historical Statements of Comprehensive Income

### Purpose

The historical statements of comprehensive income have been set out below for the purpose of showing:

- > the actual historical performance of Mazu Alliance Limited for the three (3) previous full financial years; and
- > the actual historical performance of Mazu Alliance Limited for the first half of the 2015 financial year.

The historical statements of comprehensive income should be read in conjunction with the accompanying notes and *SECTIONS 11.7 to 11.11* of this Prospectus.

### Basis of preparation

The following consolidated historical statements of comprehensive income are for the years ended 30 June 2012, 30 June 2013 and 30 June 2014 and the half year ended 31 December 2014. The statements of comprehensive income have been prepared in accordance with Australian Accounting Standards, the Corporations Act 2001 and the Corporations Regulations 2001. The statements of comprehensive income for the full years ended 30 June 2012, 30 June 2013 and 30 June 2014 have been audited by the Company's Auditor. The statement of comprehensive income for the half year ended 31 December 2014 has been reviewed by the Company's Auditor in accordance with Auditing Standard on Review Engagement ASRE 2410: Review of a Financial Report Performed by the Independent Auditor of the Entity.

### Historical statements of comprehensive income

The consolidated historical statements of comprehensive income are set out in the table to the right:







## Mazu Alliance Limited

ACN 077 226 183

### HISTORICAL STATEMENTS OF COMPREHENSIVE INCOME Consolidated

	Note	31 Dec 2014 (6 Months) REVIEWED	30 June 2014 (12 Months) AUDITED	30 June 2013 (12 Months) AUDITED	30 June 2012 (12 Months) AUDITED
<b>Revenue</b>	1				
Income from investments		-	264	1	3,230
Expenses recouped		131,191	-	-	-
<b>Total Revenue</b>		<b>131,191</b>	<b>264</b>	<b>1</b>	<b>3,230</b>
<b>Expenses</b>					
Accounting and audit fees		-	20,000	26,449	51,634
Advisory fees		-	22,000	-	251,350
Amortisation	2	898,889	970,854	1,306,543	653,271
ASX listing fee		-	20,000	14,900	14,900
Depreciation		28,420	58,026	45,809	15,239
Finance expenses		-	919	(12,054)	13,910
General & administrative expenses		98,379	134,146	131,721	57,520
Impairment of buildings and infrastructure	3	-	734,279	463,637	-
Impairment of land usage rights	3	-	2,476,048	2,568,719	-
Income tax expense		-	-	-	-
Legal fees		-	2,458	-	310,426
Operating expenses		-	3,374	3,258	24,843
Promotional expenses		-	-	-	247,237
Sales tax		-	25	-	-
Start up expenses		-	-	-	423,992
Unrealised foreign exchange		(13)	142	(2,469)	45,501
<b>Total expenses</b>		<b>1,025,675</b>	<b>4,442,271</b>	<b>4,546,513</b>	<b>2,109,823</b>
<b>Profit / (loss)</b>					
Profit / (loss) before income tax		(894,484)	(4,442,007)	(4,546,512)	(2,106,593)
Income tax expense		-	-	-	-
Net profit / (loss) from continuing operations		(894,484)	(4,442,007)	(4,546,512)	(2,106,593)
<b>Net profit / (loss) for the period</b>		<b>(894,484)</b>	<b>(4,442,007)</b>	<b>(4,546,512)</b>	<b>(2,106,593)</b>
<b>Other comprehensive income</b>					
Net gain from acquisition		-	-	-	7,698,120
Net gain from asset revaluation	3	-	-	-	16,564,890
<b>Total comprehensive income for the year</b>		<b>(894,484)</b>	<b>(4,442,007)</b>	<b>(4,546,512)</b>	<b>22,156,417</b>
<b>Net profit / (loss) attributable to:</b>					
Members of the parent entity		(894,484)	(4,442,007)	(4,546,512)	22,156,417
Non-controlling interests		-	-	-	-
<b>Earnings per share for the period</b>					
Basic profit / (loss) per share (cents per share)	4	(0.38)	(1.88)	(1.93)	12.90
Diluted profit / (loss) per share (cents per share)		(0.32)	(1.61)	(1.65)	11.20

The above Statements of Comprehensive Income should be read in conjunction with the accompanying notes.

#### Notes to the historical statements of comprehensive income

- The information for the half year ended 31 December 2014 should be read in conjunction with the restated annual report of the Company for the year ended 30 June 2014. That report is available on the ASX companies website at the following link: [www.asx.com.au](http://www.asx.com.au).
- Amortisation relates to the amortisation of the land usage rights for the land in Fujian Province, China. Commercial land usage rights are amortised over 40 years and residential land usage rights are amortised over 70 years.
- Impairment of land usage rights relates to the impairment of the value of the commercial land in Fujian Province, China arising from a change in value between the time of acquisition and the time of an independent valuation. There was a greater rise in the value of the residential land than the reduction in the value of the commercial land, but this rise is not brought to account in accordance with accounting standard AASB 138, the standard under which the Company has restated its accounts. Impairment of buildings and infrastructure relates to the buildings and infrastructure on that land.
- Since the acquisition of the Mazu temple assets and land usage rights (which occurred in FY2012), basic profit per share has been 8.71 cents (7.62 cents per share on a fully diluted basis) cumulatively across the full post acquisition period.



## 11.4 Historical Statements of Cash Flow

### Purpose

The historical statements of cash flow have been set out below for the purpose of showing:

- > the actual historical cash flows of Mazu Alliance Limited for the three (3) previous full financial years; and
- > the actual historical cash flows of Mazu Alliance Limited for the first half of the 2015 financial year.

The historical statements of cash flows should be read in conjunction with the accompanying notes and *SECTIONS 11.7 to 11.11* of this Prospectus.

### Basis of preparation

The following consolidated historical statements of cash flow are for the years ended 30 June 2012, 30 June 2013 and 30 June 2014 and the half year ended 31 December 2014. The statements of cash flow have been prepared in accordance with Australian Accounting Standards, the Corporations Act 2001 and the Corporations Regulations 2001. The statements of cash flow for the full years ended 30 June 2012, 30 June 2013 and 30 June 2014 have been audited by the Company's Auditor. The statement of cash flow for the half year ended 31 December 2014 has been reviewed by the Company's Auditor in accordance with Auditing Standard on Review Engagement ASRE 2410: *Review of a Financial Report Performed by the Independent Auditor of the Entity*.

### Historical statements of comprehensive income

The consolidated historical statements of cash flow are set out below:

#### Mazu Alliance Limited

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HISTORICAL STATEMENTS OF CASH FLOW Consolidated				
	31 Dec 2014 (6 Months) REVIEWED	30 June 2014 (12 Months) AUDITED	30 June 2013 (12 Months) AUDITED	30 June 2012 (12 Months) AUDITED
<b>Cash Flows from Operating Activities</b>				
Payments to creditors & suppliers	(32,013)	(139,474)	(121,369)	(542,658)
Interest received	-	-	1	-
Interest paid	-	-	(4)	-
<b>Net Cash Inflows / (Outflows) from Operating Activities</b>	<b>(32,013)</b>	<b>(139,474)</b>	<b>(121,372)</b>	<b>(542,658)</b>
<b>Cash Flows from Investing Activities</b>				
Loan to others	-	-	-	(5,462)
Purchase of property, plant and equipment	-	-	(3,849)	(1,286,173)
Repayment of loans by other entities	-	-	106,152	-
<b>Net Cash Inflows / (Outflows) from Investing Activities</b>	<b>-</b>	<b>-</b>	<b>102,303</b>	<b>(1,291,635)</b>
<b>Cash Flows from Financing Activities</b>				
Opening cash of acquired entities on acquisition date	-	-	-	139,164
Proceeds from fund raising	-	-	-	2,013,636
<b>Net Cash Inflows / (Outflows) from Financing Activities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,152,800</b>

The above Statements of Comprehensive Income should be read in conjunction with the accompanying notes.



## 11.5 Historical and Pro Forma Statements of Financial Position

### Purpose

The historical statement of financial position as at 31 December 2014 has been set out below for the purpose of showing the actual financial position of Mazu Alliance Limited at the end of the first half of the 2015 financial year. The historical statement of financial position as at 31 December 2014 should be read in conjunction with the accompanying notes and Sections 11.6 to 11.11 of this Prospectus.

The pro forma statements of financial position have been prepared by the Company for the purpose of showing the Company's position at the end of the first half of the 2015 financial year had the Company completed the capital raising under this Prospectus as at 31 December 2014. The pro forma statements of financial position should be read in conjunction with the accompanying notes and *SECTIONS 11.6 to 11.11* of this Prospectus.

### Basis of preparation

The following consolidated historical statement of financial position as at 31 December 2014 has been prepared in accordance with Australian Accounting Standards, the Corporations Act 2001 and the Corporations Regulations 2001. The statement of financial position as at the half year ended 31 December 2014 has been reviewed by the Company's Auditor in accordance with Auditing Standard on Review Engagement ASRE 2410: Review of a Financial Report Performed by the Independent Auditor of the Entity.

The pro forma consolidated statements of financial position as at 31 December 2014 have been prepared as if Mazu Alliance Limited had completed the capital raising under this Prospectus by the end of the period and is prepared on the basis of each of:

- > Minimum Subscription;
- > Full Subscription; and
- > Maximum Over-Subscription.

### Historical and pro forma statements of financial position

The following historical and pro forma consolidated statements of financial position set out the:

- > historical statement of financial position as 31 December 2014; and
- > pro forma financial position as 31 December 2014 based on each of Minimum Subscription, Full Subscription and Maximum Over-Subscription.



## Mazu Alliance Limited

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## PRO FORMA STATEMENTS OF FINANCIAL POSITION

As at 31 December 2014

Consolidated

	Note	Reviewed Actual Statement of Financial Position as at 31 December 2014	Unaudited Pro Forma Statement of Financial Position as at 31 December 2014  Minimum Subscription	Unaudited Pro Forma Statement of Financial Position as at 31 December 2014  Full Subscription	Unaudited Pro Forma Statement of Financial Position as at 31 December 2014  Maximum Over-Subscription
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash & cash equivalents	10	166,025	3,178,694	3,577,668	7,581,143
Material & inventories		872,847	872,847	872,847	872,847
Other assets		71,518	71,518	71,518	71,518
<b>TOTAL CURRENT ASSETS</b>		<b>1,110,390</b>	<b>4,123,059</b>	<b>4,522,033</b>	<b>8,525,508</b>
<b>NON-CURRENT ASSETS</b>					
Construction in progress		1,887,360	1,887,360	1,887,360	1,887,360
Infrastructure and building improvements		8,593,632	8,593,632	8,593,632	8,593,632
Land usage rights	9	49,630,037	49,630,037	49,630,037	49,630,037
Property	9	80,039,915	80,039,915	80,039,915	80,039,915
Plant & equipment		150,638	150,638	150,638	150,638
Trade and other receivables		2,137,035	2,137,035	2,137,035	2,137,035
<b>TOTAL NON-CURRENT ASSETS</b>		<b>62,398,702</b>	<b>62,398,702</b>	<b>62,398,702</b>	<b>62,398,702</b>
<b>TOTAL ASSETS</b>		<b>63,509,092</b>	<b>66,521,761</b>	<b>66,920,735</b>	<b>70,924,210</b>
<b>LIABILITIES</b>					
<b>CURRENT LIABILITIES</b>					
Trade and other payables		4,320,221	4,320,221	4,320,221	4,320,221
<b>TOTAL CURRENT LIABILITIES</b>		<b>4,320,221</b>	<b>4,320,221</b>	<b>4,320,221</b>	<b>4,320,221</b>
<b>NON-CURRENT LIABILITIES</b>					
ASX listing fee restricted securities	11, 12	-	279,017	279,017	279,017
Related party contingent liability	13	-	-	-	2,070,000
Deferred tax liability		18,750,484	18,750,484	18,750,484	18,750,484
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>18,750,484</b>	<b>19,029,501</b>	<b>19,029,501</b>	<b>21,099,501</b>
<b>TOTAL LIABILITIES</b>		<b>23,070,705</b>	<b>23,349,722</b>	<b>23,349,722</b>	<b>25,419,722</b>
<b>NET ASSETS/(LIABILITIES)</b>		<b>40,438,387</b>	<b>43,172,039</b>	<b>43,571,013</b>	<b>45,504,488</b>
<b>EQUITY</b>					
Issued capital		62,741,586	66,783,908	67,232,647	71,715,606
Accumulated losses		(34,344,200)	(35,652,870)	(35,702,635)	(38,252,119)
Reserves		12,041,001	12,041,001	12,041,001	12,041,001
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>40,438,387</b>	<b>43,172,039</b>	<b>43,571,013</b>	<b>45,504,488</b>

The above Pro Forma Statements of Financial Position should be read in conjunction with the accompanying notes.





**Notes to pro forma statements of financial position**

5. The pro forma statement of financial position is intended to be illustrative only and will not reflect the actual position and balances as at the date of this Prospectus or at the conclusion of the Offer.
6. The pro forma consolidated historical statements of financial position reflect the following key assumptions:
  - a. The pro forma statements of financial position incorporate all group companies as though the capital raising under this Prospectus had been completed as at 31 December 2014; and
  - b. The costs of the Offer have been debited to equity on the basis that these costs are non-recurring in nature.
7. The historical and pro forma statements of financial position set out below have been prepared to illustrate the financial position of the Company following completion of the capital raising under the Offer, and include certain transactions (such as success fee agreements) that are proposed to take place after 31 December 2014 and after the completion of the Offer but which have already been contracted.
8. The pro forma statements of financial position as at 31 December 2014 have been prepared on the basis of the successful completion of the Offer as detailed in *SECTION 2* of this Prospectus. The pro forma statement of financial position as at 31 December 2014 should be read in conjunction with the accompanying notes set out herein and *SECTIONS 11.6 to 11.11* of this Prospectus.
9. Details of the Land Usage Rights carrying values are set out below:

Land usage rights	Reviewed Actual Statement of Financial Position as at 31 December 2014
<b>BASED ON RECOGNITION OF LAND UNDER AASB 138</b>	
Commercial land	16,055,595
Less accumulated amortisation of land rights (40 Years)	(\$1,204,170)
Residential land	\$36,335,864
Less accumulated amortisation of land rights (70 Years)	(\$1,557,252)
<b>TOTAL LAND USAGE RIGHTS</b>	<b>49,630,037</b>

**Independent valuation of land usage rights**

Although the accounting standard requires the values to be carried as set out above, it is noted that on 9 January 2015, the board obtained an independent valuation for the land and improvements as set out below. The independent valuation was conducted by Jichao Huang of Xiamen Jin Heng Xin Real Estate Agent Company. Jichao Huang is a licensed real estate valuer in the People's Republic of China and the holder of a valid registration certificate with valuer registration number 3520130045.

The exchange rate utilised is the Reserve Bank exchange rate as at 29 June 2015 (consistent with the restated financial statements of the Company for the half year ended 31 December 2014), which is AUD 1.0000 = RMB 4.7497.

Market value of land usage rights as at 9 January 2015	RMB	AUD
Commercial land	81,666,300	17,193,991
Residential land	293,927,960	61,883,479
<b>TOTAL MARKET VALUE OF LAND USAGE RIGHTS</b>	<b>375,594,260</b>	<b>79,077,470</b>

Market value of improvements as at 9 January 2015	RMB	AUD
Building improvements	20,800,000	4,379,224
Construction in progress	9,600,000	2,021,180
Infrastructure	28,000,000	5,895,109
<b>TOTAL MARKET VALUE OF IMPROVEMENTS</b>	<b>58,400,000</b>	<b>12,295,513</b>

Total value of land usage rights & improvements as at 9 January 2015	RMB	AUD
Total market value of land usage rights	375,594,260	79,077,470
Total market value of improvements	58,400,000	12,295,513
<b>TOTAL MARKET VALUE OF LAND USAGE RIGHTS AND IMPROVEMENTS</b>	<b>433,994,260</b>	<b>91,372,983</b>

As at 31 December 2014, construction in progress was \$1,887,360. Construction activities to date have been funded by previous capital raised by the Company.



10. The cash position set out is net of the costs of raising the cash. A reconciliation is set out below:

CASH AND CASH EQUIVALENTS	Reviewed Actual Statement of Financial Position as at 31 December 2014	Unaudited Pro Forma Statement of Financial Position as at 31 December 2014	Unaudited Pro Forma Statement of Financial Position as at 31 December 2014	Unaudited Pro Forma Statement of Financial Position as at 31 December 2014
		Minimum Subscription	Full Subscription	Maximum Over-Subscription
<b>EXISTING AND NEW CASH AND CASH EQUIVALENTS</b>				
Cash & cash equivalents as per 31Dec14 financial statements	166,025	166,025	166,025	166,025
Cash raising under Prospectus	-	4,050,000	4,500,000	9,000,000
<b>TOTAL</b>	<b>166,025</b>	<b>4,216,025</b>	<b>4,666,025</b>	<b>9,166,025</b>
<b>COST AND DISBURSEMENTS INCURRED IN RAISING CASH</b>				
ASIC fees	-	2,320	2,320	2,320
ASX listing fee costs	-	20,781	22,307	23,832
GXG Acquisition Trust success fees and disbursements	-	212,500	235,000	460,000
Prospectus costs	-	396,230	396,230	396,230
Sponsoring broker costs	-	405,500	432,500	702,500
<b>TOTAL</b>	<b>-</b>	<b>1,037,331</b>	<b>1,088,357</b>	<b>1,584,882</b>
<b>CASH AND CASH</b>	<b>166,025</b>	<b>3,178,694</b>	<b>3,577,668</b>	<b>7,581,143</b>

11. There will be an ASX Listing Fee upon the requotation of exiting securities in the Company, including those that have been previously quoted. It is anticipated that this fee will only be payable upon conclusion of the escrow period for the securities, anticipated to be two years after requotation. As such, it has been treated as a non-current liability.
12. In the event that the Company raises the Maximum Over-Subscription under the Offer, it will have met the precondition (of the Company raising more than \$5 million) for the crystallization of the contingent liability to pay the debt of \$870,000 excluding GST owed by the Company to GXG Acquisition Trust for office, travel and personnel expenses, as set out in the restated 2014 annual report of the Company.
13. Further, in the event that the Company raises the Maximum Over-Subscription under the Offer, it will have met the precondition (of the Company raising more than \$5 million) for the crystallization of the contingent liability to pay part of the success fee of \$2,761,513 excluding GST owed by the Company to GXG Acquisition Trust on the acquisition of the temple assets, as set out in the restated 2014 annual report of the Company. If \$9,000,000 is raised under the Offer, 30% of the amount above \$5,000,000 (that is, 30% of \$4,000,000, which is \$1,200,000) is payable to GXG Acquisition Trust in reduction of the liability. The contingent liability of \$2,761,513 for the success fee is the amount at which the liability is currently stated in the restated 2014 annual report of the Company. However, as also stated, this contingent liability may rise or fall under the terms of the contract.
14. A reconciliation of the share capital following the new issues set out in the pro forma statements of financial position is as follows:

SHARE CAPITAL	Minimum Subscription		Full Subscription		Maximum Over-Subscription	
	AUD	SHARES	AUD	SHARES	AUD	SHARES
Reviewed balance as at 31 December 2014	166,025	235,886,961	166,025	235,886,961	166,025	235,886,961
Shares issued under the Offer	4,050,000	1,800,000	4,500,000	2,000,000	9,000,000	4,000,000
Costs of the Offer	(1,029,653)	100,000	(1,079,418)	100,000	(1,558,902)	100,000
<b>TOTAL</b>	<b>3,186,372</b>	<b>237,786,961</b>	<b>3,586,607</b>	<b>237,986,961</b>	<b>7,607,123</b>	<b>239,986,961</b>



## 11.6 Historical and Pro Forma Statements of Financial Position - Assumptions and Pro Forma Transactions

The pro forma statement of financial position has been based on Mazu Alliance Limited's statement of financial position as at 31 December 2014 as set out in *SECTION 11.5* of the Prospectus, adjusted for the following events and transactions and on the assumption that they had occurred as at 31 December 2014:

- It has been assumed that under the Full Subscription, 2,000,000 new fully paid ordinary shares will be issued to Applicants under this Prospectus at an issue price of \$2.25 per share to raise a total of \$4,500,000 before costs of the Offer. Under the Minimum Subscription, 1,800,000 new fully paid ordinary shares will be issued to Applicants under this Prospectus at an issue price of \$2.25 per share to raise a total of \$4,050,000 before costs of the Offer, and under the Maximum Over-Subscription, 4,000,000 new fully paid ordinary shares will be issued to Applicants under this Prospectus at an issue price of \$2.25 per share to raise a total of \$9,000,000 before costs of the Offer.
- Cost of the Offer are either offset against equity or expensed on the basis of the extent to which the costs incurred relate to existing ordinary shares, new ordinary shares or to all ordinary shares subsequent to the Offer. Costs in relation to the raising of new equity are offset against equity whereas costs in relation to existing equity are expensed. Costs relating to both new and existing ordinary shares are apportioned. Costs of the Offer have been offset directly against equity or retained earnings as follows:

SHARE ISSUES AND COSTS OF THE OFFER	Reviewed Actual Statement of Financial Position as at 31 December 2014	Unaudited Pro Forma Statement of Financial Position as at 31 December 2014	Unaudited Pro Forma Statement of Financial Position as at 31 December 2014	Unaudited Pro Forma Statement of Financial Position as at 31 December 2014
		Minimum Subscription	Full Subscription	Maximum Over-Subscription
Existing shares on issue	235,886,961	235,886,961	235,886,961	235,886,961
New issue		1,800,000	2,000,000	4,000,000
Broker issue upon success		100,000	100,000	100,000
<b>TOTAL</b>	<b>235,886,961</b>	<b>237,786,961</b>	<b>237,986,961</b>	<b>239,986,961</b>
<b>New issue as percentage of enlarged capital</b>	<b>0.0000%</b>	<b>0.7570%</b>	<b>0.8404%</b>	<b>1.6668%</b>
<b>EXPENSED COSTS</b>				
ASIC fees		2,320	2,320	2,320
ASX listing fee costs		20,781	22,307	23,832
Broker financial advisory fee		37,500	37,500	37,500
<b>TOTAL</b>		<b>60,601</b>	<b>62,127</b>	<b>63,652</b>
<b>COSTS FULLY OFFSET AGAINST EQUITY</b>				
Sponsoring broker costs		368,000	395,000	665,000
GXG Acquisition Trust success fees and disbursements		212,500	235,000	460,000
<b>TOTAL</b>		<b>580,500</b>	<b>630,000</b>	<b>1,125,000</b>
<b>EQUITY APPORTIONED COSTS</b>				
Prospectus costs		396,230	396,230	396,230
<b>TOTAL</b>		<b>396,230</b>	<b>396,230</b>	<b>396,230</b>
<b>Component of apportioned costs offset against equity</b>		<b>2,999</b>	<b>3,330</b>	<b>6,604</b>
<b>TOTAL COSTS OF THE OFFER</b>				
Expensed costs		60,601	62,127	63,652
Costs fully offset against equity		580,500	630,000	1,125,000
Equity apportioned costs		396,230	396,230	396,230
<b>TOTAL</b>		<b>1,037,331</b>	<b>1,088,357</b>	<b>1,584,882</b>



## 11.7 Management Discussion and Analysis of the Statutory Historical Financial Information

Below is a discussion of the general factors which affected the Company's operations and relative financial performance in FY2012, FY2013, FY2014 and the 6 months ended 31 December 2014 which the directors expect may continue to affect it in the future.

The discussion of those general factors is intended to provide a brief summary only and does not detail all factors that affected the Company's historical operating and financial performance, nor everything which may affect operations and financial performance in the future.

### Revenue

The Company's wholly owned subsidiary, Zhangzhou Wushi Tourism Development Co. Ltd has engaged Zhangpu Wushi Palace of Queen of Heaven Administrative Committee (Committee) to manage the day-to-day operation of the existing Wushi Palace of Queen of Heaven Temple. The Committee has the right to pay all operational costs from the revenue received. The arrangement requires that any net profit from the operation is to be remitted to Zhangzhou Wushi Tourism Development Co. Ltd on a timely basis. Operations are still at an early stage and there have not been net profits to date. This is not anticipated to change prior to the comprehensive commercialisation of the temple and other Mazu City operations, which commercialisation activities shall only become sufficiently advanced following future capital raising activities by the Company.

### Construction

Construction of Mazu City is at an early stage, and it will be some years before the project is completed. As such, the Company expects to continue to incur construction costs each year for the foreseeable future.

### Foreign exchange

The financial statements have been influenced by significant movement in the AUD with respect to the CNY. Over recent times, the AUD has depreciated against the CNY, thus creating gains in the financial statements of the Company as its significant assets are held in China. There is no certainty that this trend will continue and an appreciation of the AUD with respect to the CNY would result in losses in the foreign translation reserve in the Company's financial statements.

### Asset valuation

There has been a gain in the valuation of the Company's land usage rights and building assets in China. However, gains subsequent to the date of acquisition are not brought to account in the Company's financial statements. This is because the land usage rights are recognised as an intangible asset under AASB 138 which does not provide for annual fair value increases to be recognised, although the impairment losses (if any) are still recognised.

### Capital raising, success fees and contingent liabilities

The Company has brought to account in its historical statutory accounts fees related to the recapitalisation of the Company including success fees and other professional costs, and in the pro forma financial statements, has brought to account further amounts for expenses and success fees that it will incur as a result of the capital to be raised under the Offer. In the Prospectus, the Company has set out details of its ongoing intention to raise capital, and it is anticipated that these type of costs will continue to be incurred by the Company. Payments are to both third parties and related parties of the Company, details of which are set out elsewhere in this Prospectus [See *SECTIONS 1.8, 10.1, 10.3 and 13.13*].

Further, contingent liabilities of the Company may crystallize under this Offer, which amounts will be payable from the proceeds thereof. See notes 12 and 13 of this report for more details. As further contingent liabilities may become payable as a result of future capital raisings, these are expenses that the Company may continue to incur in future periods.

## 11.8 Review of Operations

### Overview

The Company is undertaking the development of Mazu City, raising additional capital and taking steps to have its securities reinstated to quotation on ASX.

The Mazu City site now has 7 temples built or under construction.

Zhangzhou Wushi Tourism Development Co Ltd has engaged Zhangpu Wushi Palace of Queen of Heaven Administrative Committee (Committee) to manage the day-to-day operation of the existing Wushi Palace of Queen of Heaven Temple. The Committee has the right to pay all operational costs from the revenue received.

The arrangement requires that any net profit from the operation is to be remitted to Zhangzhou Wushi Tourism Development Co Ltd on a timely basis. Operations are still at an early stage and there have not been net profits to date. This is not anticipated to change prior to the comprehensive commercialisation of the temple and other Mazu City operations, which commercialisation activities shall only become sufficiently advanced following future capital raising activities by the Company.



**Interfaith programme**

On 8 January 2014, the Company announced that it had appointed Celestial Master Taochen Chang as the Company's Chief Taoist Adviser to advise the Company on various Taoist affairs. The Celestial Master is the religious head of the Taoist movement. Information on Celestial Master Taochen Chang is set out in *SECTION 8.3*.

On 27 November 2014, the Company announced that it had appointed Lama Tsewang Rigzin as the Company's Chief Buddhist Adviser to advise the Company on various Buddhist affairs. Lama Tsewang is the religious leader of the Tibetan Buddhism Nyingma Sect. Information on Lama Tsewang is set out in *SECTION 8.4*.

**Debtors**

The largest debtor of the Company owed RMB 9.65 million (AUD 1.89 million) to the Company, and settlement of this debt was recently agreed by way of transferring the ownership of a quantity of Maotai liquor to the Group. In the Company's opinion, the value of the stock received to date has a realisable value of at least RMB 4,000,000, and the remainder of the debt will be paid by the receipt of a further quantity of Maotai liquor that is proportionate to the balance of the outstanding debt.

**Construction Contract**

The Company's subsidiary, Zhangzhou Wushi Tourism Development Co Ltd, entered into a contract with Enjoyer Co Ltd for construction of some elements at the Mazu City site. Pursuant to the construction contract, Enjoyer Co Ltd was required to pay a construction bond of RMB 5.6 million (AUD 1.1 million), which sum was paid. In the event of successful completion of the construction contract, Enjoyer Co Ltd would be entitled to the return of the bond. In the event that the contract was not successfully completed, the bond would be forfeited by Enjoyer Co Ltd to the Company.

The contract was subject to the total compliance of its CEO, Mr Jianqiang Zhang, with the terms of a share subscription agreement with the Company to subscribe for shares to the value of RMB 60 million (AUD 11.73 million) in the Company. Mr Zhang did not comply with the share subscription agreement. Accordingly, the Company terminated the construction contract and became entitled to the RMB 5.6 million construction bond. The Company issued the required notarised documents in accordance with Chinese law. The debtor did not take the required legal steps within the statutory time and has lost entitlement to the bond. The Company will recognise the same as revenue in the following period upon further verification that there are no more legal steps available to the debtor.

## 11.9 Important Financial Matters

**Liquidity and capital resources**

Following completion of the Offer, the Company's principal source of funds will be the cash proceeds raised from the Offer. Cash flows from operations are not expected until Mazu City operations are commercialised, which will commence following the raising of further capital. This process will commence in 2015, as set out in *SECTION 6.7* of the Prospectus.

The Company expects that it will have sufficient working capital available from the cash proceeds of the Offer under the Minimum Subscription to fulfil the purposes of the Offer and meet its stated business objectives, which are set out in *SECTION 2.12* and include to secure the quotation of its securities to trading on ASX, and to fund the capital raising activities to secure the Stage 1 funding for Mazu City [For Stage 1 Funding information, see *SECTION 6.7*].

If the cash proceeds of the Offer are increased to the Maximum Over-Subscription, the Company would be able to accelerate the process to endeavour to secure the funding for construction of Stage 1 of Mazu City.

There is no certainty that the successful completion of the raising of capital under the Offer, even at the Maximum Over-Subscription level, will ensure that the Company secures the required funding for the construction of Stage 1 of Mazu City. However, the Company will have the available cash resources to implement its fund raising programme as set out in *SECTION 6.8* (Page 79).

**Related party transactions**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

There are a number of related party contracts and transactions to which the Company is a party. These are set out in full elsewhere in this Prospectus. A summary of key related party contracts is set out in tabular form on the following page.



A summary of key related party contracts is set out in tabular form below:

Transaction	Related Parties	Nature of contract	Details
Agreement between GXG Acquisition Trust and the Company regarding a Deed of Company Arrangement	GXG Acquisition Trust Gabriel Ehrenfeld	Agreement relating to the recapitalisation of the Company and the extinguishment of pre-existing liabilities	SECTION 10.1
Success Fee agreement between GXG Acquisition Trust and the Company	GXG Acquisition Trust Gabriel Ehrenfeld	Agreement relating to the recapitalisation of the Company including the raising of capital, obtaining of a business and payment of success fees	SECTION 10.1
Corporate Management agreement between Steinbruck Capital and the Company	Steinbruck Capital Gabriel Ehrenfeld	Agreement for the management of the affairs of the Company for a period of five (5) years following requotation of the Company's shares on ASX	SECTION 10.3
Temple Operational Management agreement	Bingkun Huang  <b>NOTE:</b> Mr Huang has neither directorship of, nor any equity interest in the Zhangpu Wushi Palace of Queen of Heaven Administrative Committee. For the purposes of the Corporations Act, Zhangpu Wushi Palace of Queen of Heaven Administrative Committee is not a related party of Mazu Alliance Limited or its subsidiaries. For the purposes of accounting standard AASB 124, Mr Huang may be classified as a person with significant influence over Zhangpu Wushi Palace of Queen of Heaven Administrative Committee and as such, Zhangpu Wushi Palace of Queen of Heaven Administrative Committee may be a related party of Mazu Alliance Limited.	Agreement with Zhangpu Wushi Palace of Queen of Heaven Administrative Committee to manage the day-to-day affairs of the Temple	SECTION 10.3
Executive Director's Remuneration agreements	Bingkun Huang	Agreement on normal commercial terms for executive remuneration.	SECTIONS 7.6 and 10.4
Non-executive directors' Remuneration agreements	Qinghuo Huang Yong Teng Dixie Kor Hong Wei Lynn Xu Tom Xu	Agreements on normal commercial terms for non-executive director remuneration.	SECTION 7.6

Note: Gabriel Ehrenfeld is a related party as he has been a director of the Company within the last 6 months.

## 11.10 Accounting Policies

The Company has adopted the following accounting policies:

### (a) Income tax

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.



Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Company and controlled entities will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

## (b) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and bank overdrafts.

## (c) Contributed equity

Ordinary shares are classified as equity. Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit. Costs directly attributable to the issue of new shares or options associated with the acquisition of a business are included as part of the purchase consideration.

## (d) Earnings per share

### *Basic Earnings per Share*

Basic earnings per share is determined by dividing net profit/loss after income tax attributable to members of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

### *Diluted Earnings per Share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share by taking into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

## (e) Impairment of assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the income statement.

## (f) Financial instruments

### *Recognition*

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

### *Financial assets*

Financial assets are classified into four categories, which determines the accounting treatment of the item. The categories and various treatments are:

- held-to-maturity, measured at amortised cost;
- financial assets at fair value through profit or loss, measured at fair value with gains or losses charged to the profit and loss;
- loans and receivables, measured at amortised cost; and
- available for sale instruments, measured at fair value with unrealised gains or losses taken to equity.

### *Financial liabilities*

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principle payments and amortisation. This is with the exception of trade payables which are determined based upon claims against the Company as detailed in the information compiled by the Deed Administrator.

### *Fair value*

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

### *Impairment*

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. Impairment losses are recognised.



**(g) Operating leases**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight line basis over the period of the lease.

**(h) Property, plant and equipment**

Land usage rights (in China) and property is stated at fair valuation in accordance with AASB 116. Fair valuation increments/decrements are recorded in the statement of comprehensive income. Amortisation of land usage rights in China is calculated using the straight line method over their useful lives, being 40 years for commercial land and 70 years for residential land. All plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other repairs and maintenance are charged to the statement of comprehensive income during the reporting period in which they are incurred.

Depreciation of items of plant and equipment is calculated using the reducing balance method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term. The rates vary between 20% and 40% per annum. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of comprehensive income. When re-valued assets are sold, it is Group policy to transfer the amounts included in other reserves in respect of those assets to retained earnings.

**(i) Foreign currency translation****(i) Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is Mazu Alliance Limited's functional and presentation currency.

**(ii) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

**(iii) Group companies**

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- > assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- > income and expenses for each statement of comprehensive income are translated at average exchange rates (unless that is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- > all resulting exchange differences are recognised in other comprehensive income.
- > On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

**(j) Revenue**

Revenue from the sale of goods is recognised upon the delivery of goods to customers.

Interest revenue is recognised as interest accrues using the effective interest method.

All revenue is stated net of the amount of goods and services tax (GST).



**(k) Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

**(l) Trade and other payables**

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of liability.

**(m) Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Present obligations arising from onerous contracts are recognised as provisions. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of the time is recognised as finance costs.

## 11.11 Additional Matters Relating to the Financial Information

**Audit and review**

The financial information as of and for the half year ended 31 December 2014 has been reviewed by the Company's Auditor in accordance with Auditing Standard on Review Engagement ASRE 2410: *Review of a Financial Report Performed by the Independent Auditor of the Entity*. The financial information as of and for the years ended 30 June 2012, 30 June 2013 and 30 June 2014 has been audited by the Company's Auditor.

The pro forma financial information has not been audited or reviewed and has been included for illustrative purposes only.

**Basis of preparation**

The financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

Except for cash flow information, the financial statements have been prepared on an accruals basis and based on historical costs and do not take into account changing money values or, except where stated, current valuations of non-current assets. Cost is based on the fair values of consideration given in exchange for assets.

The accounting policies have been consistently applied, unless otherwise stated.

**Business combinations**

Business combinations occur where an acquirer obtains control over one or more business.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any assets or liabilities resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.



### Capital expenditure

The Company proposes to undertake capital expenditure over the next 12 months in relation to initial steps in development of the Temple Complex. The amount expended will depend upon the amount raised under the offer. It is proposed to spend between \$500,000 and \$1,500,000. Details are set out in *SECTION 2.12*. This expenditure will not necessarily all occur within the next 12 months.

Subject to completion of future fund raising as set out in *SECTION 6.7*, the Company proposes to undertake the capital expenditure required for Stages 1, 2 and 3 of Mazu City.

### Currency

The Financial Information is presented in Australian dollars (AUD), which is the Company's functional currency, unless otherwise stated.

### Dividends

The payment of a dividend by the Company is at the discretion of the Directors and will be a function of a number of factors, including the operating results and financial condition of the Company, future funding requirements, any contractual, legal or regulatory restrictions on the payment of dividends by the Company, and any other factors the Directors may consider relevant. Further information on dividends and dividend policy is set out in *SECTION 13.5*.

### Going Concern

Investors should note the matter of emphasis set out by the Company's Auditor relating to the ability of the Company to continue as a going concern. This information is set out in *SECTION 11.2* above.

The directors believe after consideration of the following matters, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable and is a going concern because of the following factors:

- > The ability to raise additional capital via the issue of a Prospectus for the sale of new securities as part of the reinstatement to quotation on the Australian Securities Exchange, a process which is currently being undertaken pursuant to this Prospectus;
- > The ability to issue securities to raise additional capital under the Corporations Act 2001;
- > The ability to collect debtors outstanding and extend the repayment day of payables.

The financial report does not contain any adjustments to the amounts or classification of recorded assets or liabilities which might be necessary if the Company was not to continue as going concern.

The financial statements have been prepared on a going concern basis, which contemplates continuity of normal trading activities and realisation of assets and settlement of liabilities in the normal course of business.

### Operating segment

The Company operates in religious shrines, construction of religious shrines and ancillary religious activities in China.

### Principles of consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned or controlled operating subsidiaries. All intercompany accounts and transactions have been eliminated.

### Proceeds of Offer

The proceeds of the Offer will be used for initial stages of development of the Temple Complex, provision of working capital, re-establishing shareholder spread and compliance with the Listing Rules, payment of costs associated with the recapitalisation of the Company, reduction of liabilities including contingent liabilities to GXG Acquisition Trust, and activities related to raising funds for construction of the first and second stages of construction and development of the Temple Complex. Details are set out in *SECTION 2.13*.

### Significant accounting estimates and judgments

The preparation of the Financial Information in conformity with IFRS requires the use of judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.



**Statement of compliance**

The financial statements also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

## 11.12 Report by Investigating Accountant

The Company engaged KS Black & Co to provide an independent report on the Pro Forma Statement of Financial Position contained within this section. Their report is set out in full at *SECTION 12.5* [Page 232].









SECTION 12

Independent  
Experts' Reports



*Artist's impression of the future Mazu City Project*





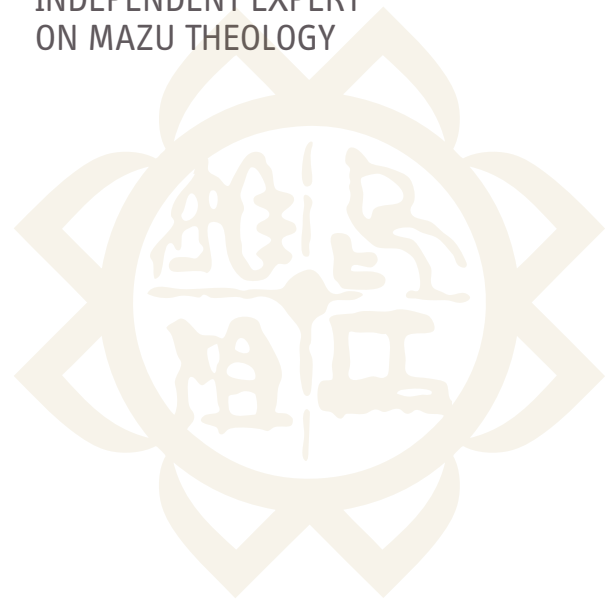
SECTION 12

## Independent Experts' Reports

### 12.1 Theology Expert's Report



PROFESSOR  
**XINHAO LIAN**  
INDEPENDENT EXPERT  
ON MAZU THEOLOGY



Professor Lian is an expert on Mazu Theology. He currently serves as a Professor of History at Xiamen University, and the Director of the Chinese Customs History Research Center, which is mainly engaged in matters relating to the history of Chinese customs and the study of folk beliefs common to Fujian and Taiwan.

He has lectured extensively overseas in USA, Singapore and Japan, and is in charge of the 'Fifteen Plan' project of the National Social Science Fund in China.

His numerous published books include **Taiwanese Folk Religion** (Fujian People's Publishing House, August 2008). He currently serves as editor of **Mazu Culture Magazine – Origin of the Mazu Belief**.

Prof Lian's independent report on Mazu Theology and the significance of the Wushi Mazu Temple and Mazu City is presented in this *SECTION 12.1*.





Independent Theology Report on Mazu and the Significance of Wushi Mazu Temple  
By Professor Xinhao Lian

I am a professor of history at Xiamen University, and have done extensive research into the history of Mazu belief and Mazu religious observances and practices. I have been entrusted by MAZU ALLIANCE LIMITED, an Australian public company, to prepare and write this report on Mazu Theology and the significance of Wushi Mazu City in Fujian.

### **I. History of Mazu**

#### **(i) Birth of Mazu**

Mazu was named Lin Mo, born on March 23, 960 in the lunar calendar or the first year of the Jianlong Reign of the Song Dynasty, at Xianliang Harbor, Meizhou, Putian, Fujian. Enlightened at the age of 16, she was benign and compassionate, salvaging the people from their sufferings. Even after she ascended, she also helped the troubled ships out of danger. Afterwards, she was widely called “Mazu” and people built temples to worship her. In the coming dynasties, more respectful titles such as “Tianfei (Fairy of Heaven)”, “Tianhou (Queen of the Heaven)” and “Tianshang Shengmu (Goddess of Heaven)” were given to her. The folks believed that Mazu had three faces – a red (pink) face, a gold face and a black face. Mazu with a red face is as benign and kind as ordinary people, representing her image of being humane; Mazu with a black face helps people in distress; and Mazu with a gold face represents her image as a goddess. Among the three of them, Mazu with a black face is interpreted as the expression she wore when she helped people, symbolizing a fair-minded and upright personality that fended off evil and showed her stateliness.

#### **(ii) Magical Contribution of Mazu**

With good skills in water, she could also fly across the ocean by riding clouds, and salvage ships in peril. Those ships that were caught in tornadoes and wrecked on rocks in the waters of Meizhou Bay often received her help. She was also good at observing astronomical phenomena and forecasting weather change, and thus told the fishermen in advance whether or not to set sail. Moreover, she even had sophisticated medical knowledge and could use herbs to treat the ill, save lives, prevent epidemics and reduce disasters. She aspired to devote her life to helping people and eliminating evils. In pursuit of this mission, she decided not to marry, and even her parents had to obey her wishes. There were many impressive stories about her good deeds, including: (1) Searching for her brother at sea; (2) Curing an epidemic at Holy Spring; (3) Protecting a ship during her dreams; (4) Defeating Ghauri ghosts; (5) Defeating two monsters; (6) Bestowing sweet spring water to cheer up the military; (7) Ascending in Meiyu; (8) Receiving a copper tally in a well; (9) Sailing a boat with a sail made of a straw mat; (10) Use of straw to save a merchant ship; (11) Saving relatives on a loom; (12) Curing disease with elixir; (13) Relieving the drought with timely rain; (14) Praying for sunny days in hard rain; (15) Guiding a boat into the bay; (16) Building a dam at Qiantang River; (17) Aiding the military at war; and (18) Capturing pirates with Godly power.

#### **(iii) Death**

On September 9, 987 in the lunar calendar, she died at the age of 28 when she was salvaging a ship in peril in the mouth of Meizhou Bay. After her death, she still helped people at sea with her heart and soul. In every critical moment when strong wind and billows broke masts, she would turn into a woman in red and stand in the clouds to guide merchants and travelers out of trouble. For thousands of years, temples have been built in many places to worship and commemorate this brave, kind woman.





## 12.1 Theology Expert's Report *continued*

Independent Theology Report on Mazu and the Significance of Wushi Mazu Temple  
By Professor Xinhao Lian

### II. History of Mazu Worship

#### (i) When did Mazu worship begin?

Mazu belief originated and was spread in the Northern Song Dynasty. In the Northern Song Dynasty, China's seafaring industry flourished increasingly, and the coastal areas of Fujian had turned into a strategic place for maritime transport. Frequent attacks of gales and billows from the ocean made seafarers generally have an urgent desire to pray for the protection of God. This is where Mazu belief began.

#### (ii) Development of Mazu worship in Ming Dynasty

The imperial court of the Ming Dynasty often sent envoys to visit other countries by ships in which the statue of Mazu was indispensable. When Zheng He sailed into the Atlantic Ocean, Mazu was enshrined in the ship, and donations were made to build Mazu temples. Every time the fleet was in danger at sea, the seamen prayed for the protection of Mazu. This is also described at length in history books and cultural materials. As private business and foreign trade in coastal areas thrived during the middle and late period of the Ming Dynasty and many Chinese people migrated to Southeast Asia, Mazu belief flourished in Southeast Asia.

#### (iii) Current conditions of Mazu worship

In 2009, Mazu belief was successfully listed into the Representative List of the Intangible Cultural Heritage of Humanity by UNESCO. Mazu belief, deriving from the social and historical development of ocean adventure and exploration, has wide and profound influence in both oriental countries and western countries. Belief in Mazu and Mazu customs covers China's economically developed coastal regions, including Fujian and Zhejiang region, Zhejiang Delta, and Beijing and Tianjin region. In Taiwan, Mazu belief and customs are highly respected. According to statistics, there are more than 5,000 Mazu temples and 17 million followers in Taiwan, accounting for over 70% of Taiwan's population. Extensive Chinese emigration brought Mazu culture to Southeast Asia, Japan, Australia, Europe and America. The extraordinary influence of Mazu belief, customs and culture can be seen in every Chinatown and in every place that Chinese emigrants inhabit. Today, Mazu culture has become the common spiritual pursuit of all Chinese citizens and Chinese emigrants in the world, and has created extensive global influence.

### III. Importance of Wushi Mazu City to Mazu Worship

#### (i) Planning Period of Wushi Mazu City

With Wushi Queen of Heaven Temple standing in the center, Wushi Mazu City covers an area of about 4400 *mu*, including surrounding hills. According to the planning documents of Mazu Alliance Limited, by leveraging on the global influence of Mazu culture and the widespread connections of Mazu belief and customs, Wushi Mazu City proposes to actively conduct religious pilgrimages, incense ceremonies at ancestral land, Cross-Strait cultural communication, recreational and cultural holidays, and to make it a platform where people from both sides of the Taiwan Strait communicate and global Mazu culture merges. Mazu Alliance Limited proposes to develop Wushi Mazu City into the "holy land for global Mazu







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**incense and prayer ceremonies" and the "worship center of a thousand-year Mazu culture".**

### **Years of Planning:**

The 19 year development of Mazu City (2012~2030) has three distinct periods:

- (a) Construction period: 2012-2018
- (b) Perfection period: 2019-2025
- (c) Improvement period: 2026-2030.

Whilst I make no comment on whether Mazu Alliance Limited will achieve these objectives, these planning objectives are not inconsistent with Mazu beliefs or customs, and if achieved, could be expected to substantially enhance the cultural heritage of Wushi Mazu City.

### **(ii) 'Three-face Three-body' Mazu Statue**

The proposed iconic landmark of Wushi Mazu City is a huge gold and jade statue demonstrating the long-standing Chinese Mazu belief - the three-faced Mazu Statue. If constructed, this will be the first statue of its size in the history of Mazu statues in China that integrates the "gold face, pink face and black face" of Mazu.

Occupying a commanding height overlooking the entire proposed tourist area, the 'Three-face Three-body' Mazu Statue is to be 37.9m high with three tiers. The first and second tiers are collectively called "Mandala of Ocean and Cloud" and are designed to be 9.9m high, in a symbolic reference to September 9 when Mazu ascended into heaven. Specifically, the first tier design is that of a wave-shaped hall at the base of the stature, serving as a global Mazu Culture Expo to comprehensively exhibit Chinese Mazu culture, systematically demonstrate the origins of Mazu belief and customs and its coverage across the world, and collect Mazu artifacts, relics and treasures. The second tier design is that of a cloud-shaped pagoda in which an altar blessed by the three-faced Mazu is placed. The design allows that on the altar sits ten thousand holy statues of Mazu, meaning "Wanzu Mountain (the mountain of ten thousand ancestors)". The third tier design is of a 28m high gold-copper-jade Mazu statue with a massive steel structure, representing the ascendance of Mazu at the age of 28. The three bodies of Mazu are proposed to be made of brass and plated with gold, and the three faces are carved out of topaz, ruby and black jade.

### **(iii) Importance of 'Three-face Three-body' Mazu statue**

The three faces of the 'Three-face Three-body' Mazu Statue are designed to look towards three directions: the black-faced Mazu will look towards Taiwan and overseas regions in the southeast; the pink-faced Mazu will look towards Meizhou Ancestral Temple in the northeast; and the gold-faced Mazu will look towards the mainland in the northwest. The three bodies of Mazu have very sacred meaning. They embody the spirit of Mazu culture of "benignancy and compassion", with the artwork demonstrating the stately image of Mazu culture, as well as the symbolic convergence of the essence and blessings of Mazu culture.

If the statue is constructed, the high-quality characteristics and important status of Wushi Mazu City in Mazu worship will be reflected in the following three aspects: (1) the



## 12.1 Theology Expert's Report *continued*

Independent Theology Report on Mazu and the Significance of Wushi Mazu Temple  
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uniqueness of the statue as “the first gold body of Chinese Mazu since inception”; (2) the stateliness of the Mazu Majestic Hall of Wushi Queen of Heaven Temple; and (3) the distinctiveness of the ‘Three-face Three-body’ Mazu statue.

### (iv) Importance of ‘Thousand-Year Golden Body’ Mazu statue

Within the Wushi Queen of Heaven Temple in Wushi Mazu City is the ‘**Thousand-Year Golden Body**’ Mazu statue which scholarly research establishes to be the oldest such Mazu statue in existence. This priceless religious relic will continue to be a key attraction of Wushi Mazu City and will contribute to the ongoing importance of the location to both religious pilgrims and general tourists.

## IV. Other Mazu Attractions and Spread of Mazu

### (i) Locations

#### 1. Chinese Mainland

Mazu belief has spread from the hometown of Mazu to the coastal and inland areas of China. In addition, Mazu temples have been built one after another in many places. In the wake of a temple on Meizhou Island in the Song Dynasty, Mazu temples have also been built in Shengdun, Baihu, Pinghai, Baitang, Fengting of Xianyou in Putian. Following those constructions, Mazu temples were built successively, from Fuzhou, Ningde, Hangzhou, Nanjing, Shanghai, to Qingdao, Tianjin, Qinhuangdao, Yingkou and Dandong in the north; from Quanzhou, Xiamen, Shantou to Guangzhou in the south, and in Jingdezhen of Jiangxi, Zhijiang of Hunan, Zhenyuan of Guizhou and Tianshui of Anhui in inland China.

Among them, three temples are the most well-known:

- (a) Mazu Temple in Meizhou, Putian: Mazu Ancestral Temple in Meizhou has paramount status and influence in global Mazu cultural phenomenon and has the longest history. As described in Putian County Annals, the folks built a goddess temple on Meizhou Island in the 4<sup>th</sup> year of the Yongxi Reign, the same year that Lin Mo ascended. The goddess temple later became the Mazu Ancestral Temple in Meizhou, the first and oldest temple in the world that worships Mazu Lin Mo. The well-preserved Queen of Heaven Temple in Pinghai, Putian, built in 999, is the first branch temple worshipping Mazu in the world.
- (b) Queen of Heaven Temple in Quanzhou: the first Mazu temple listed as a Major Historical and Cultural Site Protected at the National Level in China, constructed in the 2<sup>nd</sup> year of the Qingyuan Reign of the Song Dynasty (AD 1196).
- (c) Tianfei Temple in Tianjin: constructed in AD 1226, and one of the three biggest Mazu temples in China.

#### 2. Taiwan

Over two thirds of Taiwanese people are Mazu followers. Taiwan has about 5,000 Mazu temples, including the Da Tianhou Temple in Tainan, Chaotian Temple in Beigang, Zhenlan Temple in Dajia, Tianhou Temple in Lugang, Tianhou Temple in Penghu, Fengtian Temple in Xingang, Nanyao Temple in Zhanghua, and Tianhou Temple in Anping. In the 1990s, Mazu Ancestral Temple in Meizhou built a huge Mazu stone statue as high as the one in





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Meizhou Island and gave it to Chaotian Temple in Beigang as a return gift.

### 3. **Hong Kong**

As early as in the Song Dynasty, Hong Kong had Mazu temples. Hong Kong North Temple was built by people from Meizhou that migrated to Kowloon during the Song Dynasty. Later, over 50 Mazu temples were successively built in Causeway Bay, Stanley, Shau Kei Wan, Sheung Wan, Shek, Kowloon City, Tai Kok Tsui, To Kwa Wan, Sham Shui Po and Yuen Long.

### 4. **Macao**

Among the two Mazu temples in Macao, Mazu Pavilion was built in the 1<sup>st</sup> year of the Hongyuan Reign in the Ming Dynasty (AD 1488).

### 5. **Around the world**

- (a) Japan: There are dozens of Mazu temples in Kobe, Nagasaki and many of the surrounding islands. Additionally, believers have also established Mazu faith based organizations.
- (b) Singapore: Thian Hock Keng Temple, now a gazetted national monument, is the oldest and most important Hokkien temple in Singapore. The main temple is dedicated to Mazu, while a second temple located behind it is a Buddhist sanctuary.
- (c) Malaysia: Malaysia has over 30 Mazu temples. The most famous one is Qingyun Pavilion in Malacca that was built in the 1<sup>st</sup> year of Longqing Reign of Ming Dynasty (AD 1567).
- (d) Mazu temples and worship sites can be found in North Korea, Philippines, Indonesia, Vietnam, Thailand, Norway, Denmark, Paris in France, Canada, Honolulu and San Francisco in USA, Mexico, Brazil, New Zealand, Africa, and Australia.

### (ii) **Significance**

Mazu belief has become a multinational, cross-regional folklore belief and Mazu has been regarded as the "Goddess of World Peace". Mazu temples are everywhere in five continents. According to incomplete statistics, there are over 5,000 Mazu temples and 200 million Mazu followers around the world. Many Mazu temples preserve materials relating to the evolution of temple architecture and the worship of Mazu statues, as well as quite a lot of cultural relics, monuments and other treasures. This provides a wealth of information for research into Mazu culture as well as seafaring history, overseas Chinese history, folklore, religion and economics.

## V. **Multi-Platform Belief**

### (i) **Buddhism**

Among the three most prevailing religions in the world, Buddhism is the one with the longest history. Since its introduction into China in the Eastern Han Dynasty, Buddhism has been the primary belief of Chinese people for thousands of years and been promoted by eminent monks of several dynasties. Many emperors, high-status officials, and learned



## 12.1 Theology Expert's Report *continued*

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scholars joined ranks to promote Buddhism and eventually made it penetrate through the entire hierarchy. The deep folklore belief in Buddhism has permeated the whole population. "Every household chants sutras and every family worships the Goddess of Mercy". The philosophical part of Buddhism and Confucianism and Taoism are converged and balanced, and then blended into long-standing Chinese culture, becoming a radiating brilliant light in Chinese society.

### (ii) Taoism

Originating in the Eastern Han Dynasty, Taoism is a native religion in China and has gone through long-term historical development. Now it has a history of over 1,800 years. It is closely intertwined with the native culture of China and deeply rooted in the land of China, it demonstrates distinct Chinese characteristics, and it has induced a profound influence on each aspect of Chinese culture.

## VI. Activities of Religious Events and Folklore Faith and Customs of Mazu Belief

### (i) Stately and Solemn Religious Ritual

Religious rituals take the "respect and fear of God" as thematic scenarios, and include Cross-Strait group incense and praying rituals, group incense ceremonies, Mazu praying ceremonies, "spirituality & enlightenment" prayer assemblies, Mazu worship assemblies, sutra-chanting assemblies and "Sound of Heaven" concerts.

#### 1. Group Incense and Prayer Ritual

The ritual originated from folklore belief that once the incense of the goddess leaves the ancestral temple, the spiritual might adhering to the statue will wane with the passage of time. After a while, the branch temple has to organize the followers to lift the statue and carry incense to the ancestral temple for worship and prayer, in the hope that the goddess may recover and increase her spiritual might. This is called "*Qinghuo* (fire-inviting)" and "*Jinxiang* (incense-offering)". Therefore, a lively group incense ritual held at the group incense altar in Mazu City collects incense ashes from the incense altars of Mazu temples from many other places, to store at the group incense altar for eternal worship. Mazu replicas from temples of many places are worshipped in the main hall of Wushi Queen of Heaven Temple together with the Thousand-Year Golden Body Mazu statue in Wushi, forming a group of Mazu statues and accepting the worship of followers and the offer of incense. This is not only a social activity among temple goddesses but also a group worship activity of followers.

#### 2. Mazu Birthday Incense Ceremony

In ancient times, Lin Shizhang invited the statue of Mazu from the ancestral temple in Meizhou back to Zhangpu on August 12 in the lunar calendar. As the Lin family in Wushi and Mazu both came from the "Lin Family of Jiumu", August 12 was regarded as the "birthday of Mazu" in Wushi. To pass down the folklore traditions of Wushi, a blessing and prayer group incense ceremony is held at the group incense altar in the main temple area on every August 12 of the lunar calendar. Mazu temples from many places are invited to join in the ceremony and celebrations. As the ceremony day is close to the Mid-Autumn Festival, the Mazu temple







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lamps from the Wushi Queen of Heaven Temple are removed from the temple for a procession around Wushi Mazu City and the surrounding villages. Folk operas are held for three consecutive days, during which Mazu is worshiped and guests are entertained and celebrate.

### 3. ***Large Cultural Performance of "Mazu Eulogy"***

The large cultural performance, "Mazu Eulogy", is held at a sunken square and in a tour format. Meanwhile, the performance is also taken on tour around major regions, counties and cities of the mainland and Taiwan. It is operated as a public cultural event with the assistance of the governmental culture department.

### (ii) **Colorful Folklore Activities**

The following activities already occur or are being developed in Wushi Mazu City:

#### 1. ***Temple fair***

A Temple fair includes opera performances and a street parade. Opera performances in the temple fair are staged in the streets and markets on a regular basis. Street parades primarily take three forms, namely (1) a "Nezha Drum" that can best show the characteristics of Southern Fujian, (2) a "Bajia Zhentou Performance" from Taiwan, and (3) a "Mazu Troupe" parade. In addition, there is a wealth of temple folk cultural events, exhibitions, tourist commodity trade fairs and a gourmet food festival.

#### 2. ***Cross-Strait Communication Activities***

Mazu Alliance Limited proposes that Cross-Strait folklore communication activities will be held in the Taiwan Temple Culture Center, a Cross-Strait cultural communication activity center and elsewhere. Activities are proposed to include discussions and planning on temple co-construction with Taiwan, on Buddha worship, a Cross-Strait temple communication symposium, a Mazu culture forum, a Cross-Strait Mazu photo exhibition and a Cross-Strait art show. It is my view that the fostering of such Cross-Strait communication in this fashion will enhance the cultural significance of Wushi Mazu City within other Mazu communities.

#### 3. ***Recreational and Public Activities***

According to the Wushi Mazu City expansion plan, the following areas are to be constructed for the stated Mazu pursuits: Mazu Culture Park with landscaped and forested areas; photographic activities themed with "Mazu Belief and Customs" ; regular inscription carving events; a "Dedications Park" for steles, including land is set aside for merit steles, serving as the main site to conduct "Merit Stele" public activities; an annual farm expo in the ecological farmyard; , organized recreational activities, such as fitness forums and tea parties, in the public areas. Whilst I make no comment on whether Mazu Alliance Limited will achieve these objectives, these planning objectives are not inconsistent with Mazu beliefs or customs, and if achieved, could be expected to substantially enhance the cultural heritage of Wushi Mazu City.



## 12.1 Theology Expert's Report *continued*

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### Qualifications and Experience

<b>Biographical:</b>	Name:	Xinhao LIAN
	Gender:	Male
	Date of Birth:	March 28, 1954
	Birthplace:	An'xi, Fujian, China
<b>Current Position:</b>	History professor at Xiamen University, Director of China Customs History Research Center of Xiamen University.	
	Primarily engaged in research into Chinese Maritime Customs History and folklore beliefs in Fujian and Taiwan.	
<b>Education:</b>	Bachelor of Historiography, Xiamen University, 1982	
	Master of Historiography, Xiamen University, 1988	
<b>International:</b>	Lecture tours in USA, Singapore and Japan.	
<b>Publications:</b>	Presided over the "10 <sup>th</sup> Five-year" plan of the National Social Sciences Fund and authored the <i>Chinese Maritime Customs and Foreign Trade</i> (Yuelu Press, August 2008), <i>Watermen Travelling by Water: Coastal Smuggling and Anti-smuggling of Modern China</i> (Jiangxi Universities and Colleges Press, May 2005), <i>Folklore Belief in Southern Fujian</i> (Fujian People's Press, August 2008), and <i>Smuggling and Customs Anti-Smuggling of Modern China</i> (Xiamen University Press, March 2011); edited <i>Annals of Fujian Lian Family</i> (Haifeng Press, September 2010). Currently acts as the chief editor of <i>Origin of Mazu Belief</i> , Volume I of the multivolume work <i>Mazu Culture Annals</i> .	

### Basis of Report

This report has been written on the basis of recognized historical information, recognized Mazu religious, cultural and historical beliefs, and Chinese government records in relation to planning at Wushi Mazu City.

This report does not constitute financial advice. I am not the holder of, nor operating under an Australian financial services licence. The opinions given in this report are opinions on matters other than financial products and are in no way intended to be advice on financial products including any financial products that may be offered under the Prospectus in which this report is included.



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### Declaration of Independence

This report was commissioned by Mazu Alliance Limited for the purposes of inclusion in a Prospectus for the raising of capital to be lodged with the Australian Securities and Investments Commission. There are no relationships with Mazu Alliance Limited or individual entities associated with that company, other than acting as an independent expert for the purposes of this report, which would affect my ability to provide an independent opinion. The fee to be received for the preparation of this report is RMB 5,000 and is based on the time spent at normal professional rates plus out of pocket expenses. The fee is payable regardless of the outcome. No other commission or benefit is payable to me. I do not hold any securities in Mazu Alliance Limited or any related entity. I have consented to the inclusion of this report in the Prospectus referred to above.

**Prof. Xinhao LIAN**

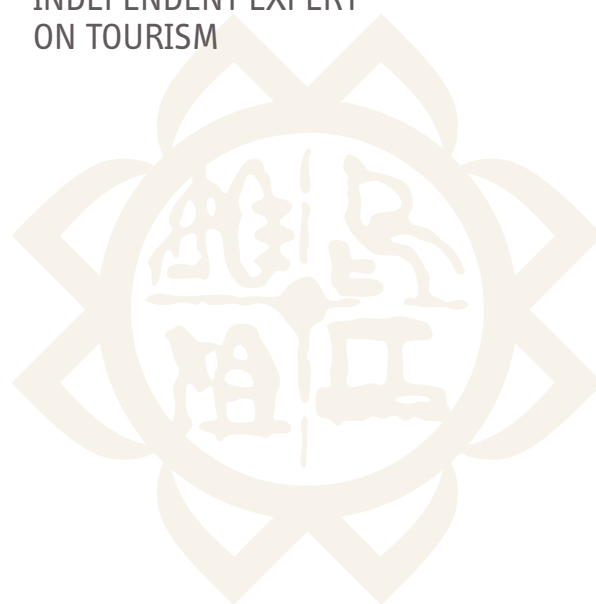
August 14, 2015



## 12.2 Tourism Expert's Report



PROFESSOR  
**BISHU LIN**  
INDEPENDENT EXPERT  
ON TOURISM



Professor Bishu Lin is an expert in Chinese tourism. He currently serves as a Professor in the Department of Management Academy, Xiamen University. He is the academic leader in the key discipline of Tourism Management in Fujian Province. Xiamen University was the first university in China founded by overseas Chinese, and is regarded as one of the most prestigious and selective universities in China. It has a high concentration of students that are children of diplomats, and an abundance of foreign national professors.

Prof Lin has consulted on more than 30 major tourism projects, and in addition to authoring numerous published papers, is also the author of 6 major works and textbooks on tourism and hotel management.

Prof Lin's independent report on the prospects for Mazu City is presented in this *SECTION 12.2*.





### *Professor Bishu Lin Ph.D.*

25 August 2015

The Directors  
Mazu Alliance Limited  
PO Box 212  
Bondi NSW 2026  
AUSTRALIA

Dear Directors

#### **INDEPENDENT REPORT ON THE FURTHER DEVELOPMENT AND TOURISM PROSPECTS OF WUSHI MAZU CITY**

##### **1. Introduction**

I have been engaged by Mazu Alliance Limited to write a report on the further development and tourism prospects of Wushi Mazu City in Fujian Province, China. I am particularly familiar with the tourism industry in China. My credentials are set out in Schedule B to this report, listing my formal qualifications, my published works and my industry experience.

Expressions and terms defined in the Prospectus have the same meaning in this report.

The nature of this report is such that it requires an assessment of how the existing economic, political, geographic, social and cultural factors impact on tourism to Wushi Mazu City, and the effect of the business and future development strategies of the Company on tourism to Wushi Mazu City. The methodologies and assumptions adopted are set out in section 12 of this report.

##### **2. Scope**

You have requested that I review the following:

- (a) The religious tourism market generally;
- (b) The status of Mazu cultural tourism;
- (c) Domestic, Cross-Strait and International tourism to Fujian;
- (d) Tourism to Mazu City and the reasonableness of the Company's model of tourist growth at Mazu City;
- (e) The adequacy of transport and infrastructure to and at Mazu City.

##### **3. Overview of Religious Cultural Tourism Market**

Religious culture permeates almost every field throughout our social culture and, being an important component of human civilization, produces profound influence on people's thoughts, perceptions, customs, lifestyles and various other areas. In modern society, culture becomes the attraction and the motive to tourists. Religious faith and folklore belief are the most valuable tourism resources in cultural tourism.

Among the 84 national-level scenic areas announced by China, 53 of them contain more or less the elements of religious culture. They spread across the land of China, enjoy the embrace of breath-taking sceneries, and abound in the essence of diversified artistic beauty. Thus, they have gained an extremely high reputation and become the most popular destinations among tourists.

Religious Cultural Tourism has the following basic characteristics:

- 3.1 The coverage of religious tourism resources are differentiated by levels. The origination and spread of religion show a dendritic pattern and various religious sects are evolved from the "original religion". Their impacting coverage may be local, regional, nationwide and worldwide. The influence on religious followers will increase if the level is higher.



## 12.2 Tourism Expert's Report *continued*

### Independent Report on the Further Development and Tourism Prospects of Wushi Mazu City

- 3.2 Religious Cultural Tourism has a long life cycle. As the resources of Religious Cultural Tourism are very special, there is rare opportunity for it to recede unless any special event occurs.
- 3.3 Religious Cultural Tourism is prestigious with steady clientele, a high rate of repeat visits and a broad market. Clientele of Religious Cultural Tourism include believers and various tourists. Religious believers motivated by their faith take on pilgrimages, while various tourists join activities of Religious Cultural Tourism out of admiration for a religious culture and with the desire to experience it, escape from the burden of life and soothe their exhausted spirit and body.
- 3.4 Religious Cultural Tourism contains resources of many kinds. Resources from the religious culture and natural landscape constitute the whole attraction, including beautiful natural scenery, diverse architecture forms and exquisite religious art (for example, religious painting and music) and implying profound connotation of spiritual culture.
- 3.5 Religious Cultural Tourism exerts diversified functions. In addition to the common religious practice, it is also the preeminent vehicle for China's traditional culture and plays a role in enlightenment and charity.
- 3.6 Most resources of Religious Cultural Tourism are too unique to be replaceable.

### Overview of Mazu Cultural Tourism

In China, Mazu followers primarily populate in the coastal area, which is also the core area for **Mazu cultural tourism**. This area features rich resources of Mazu cultural tourism and broad-spread followers. Characteristics of the clientele market of Mazu cultural tourism are as follows:

- 4.1 Geographically, Mazu cultural tourism has a broad-spreading clientele, including not only the tourists from coastal areas boosting rapid economic growth in China, such as Fujian-Zhejiang region, Zhujiang Delta and Beijing-Tianjin region, but also those from Taiwan, Southeast Asia and overseas Chinese. However, its attraction to inland areas is very limited. Despite of the cultural difference, inland areas of China will become the important tourist market for the future development of Mazu Cultural Tourism.
- 4.2 In terms of tourist composition, Mazu cultural tourism attracts not only Mazu followers but also religious groups and institutions, religious sightseers who are interested in Mazu culture, ordinary people for blessings and urban people desiring to escape from the burden of life and seeking mental and physical comfort.

Being one of the top ten tourism brands in Fujian Province, Mazu cultural tourism has the highest-level religious influence, as Fujian Province is the origin of Mazu culture and where the "original abode" of Mazu is located. Fujian Province boasts rich, distinctive resources of Mazu culture, for instance, the Mazu Ancestral Shrine in Meizhou, Queen of Heaven Temple in Quanzhou, and the Thousand-Year Golden Body of Mazu in Queen of Heaven Temple in Wushi, Zhangzhou. As one of the top three Queen of Heaven temples in Fujian Province, the Queen of Heaven Temple in Wushi, Zhangzhou possesses an advantage in religious resources with the Thousand-Year Golden Body of Mazu.

### Outlook for Domestic Tourism Market

By 2011, the average GDP per capita in China had reached 4,382 US dollars, while the economic growth of the three economic regions in the southeast coastal area had far exceeded the average. According to international experience, the tourism industry will go through an explosive growth, the consumption level will change fundamentally and the material consumption will transform into non-material consumption, when the GDP per capita is between 3,000-5,000 dollars. In recent years, with the construction of infrastructure such as high-speed rail lines and airports, the enactment of paid leave regulations and the occurrence of family travel, tourism in China has begun to transit from the starting phase to the rapid development phase, and China is transforming from a "large tourism country" to a "strong tourism country". In the future, the tourism industry will show new characteristics and tendencies with further acceleration of development.



## Independent Report on the Further Development and Tourism Prospects of Wushi Mazu City

- 5.1 **Expanding population of tourism consumption:** Tourism consumption has changed from the lifestyle and consumption mode unique to the minority high-income population into the lifestyle and consumption of the majority of the population.
- 5.2 **Experience-oriented tourism consumption process:** The simple sightseeing tour in the past has been developed into more diversified recreational experience tourism, giving more attention to personality, feeling and merriment creation in the process of tourism consumption.
- 5.3 **Knowledge-driven tourism activities:** In the 21<sup>st</sup> century, an era of a knowledge economy, tourists are better educated and pursue high-quality cultural and ecological tourism, which becomes a hotspot in the current stage.
- 5.4 **Highly segmented and individualized tourism market:** The traditional one-for-all package tours have been replaced by small group tours and family tours, and meanwhile DIY tours and business exhibition tours are further expanding.
- 5.5 **More convenient transportation for tourism:** High-speed rail enables the short-distance intercity tours which are bound to soar up. At the same time, self-drive tours will be the primary tour means for citizens in the coming future along with the radical growth of private cars in China.
- 5.6 **Trend of cooperation:** By the principles of “open market, mutual tourist supply, advantage supplement, and win-win cooperation”, regional cooperation has been one of the major trends in the development of tourism.
- 5.7 **Networking and information:** E-commerce in tourism develops at an amazing speed, and online travel orders and online consultation are being normalized. The access to information, networking and electronic automation processes of tourism will be further accelerated.

## Clientele Sources and Structure of Clientele Source Market

## (i) Clientele Sources

## 6.1 Mazu followers from Taiwan

Mazu City in Wushi will become the holy land for religious pilgrimages of Mazu followers in Taiwan. According to statistics, there are over 5,000 Mazu temples and shrines and more than 17 million Mazu followers in Taiwan, accounting for over 70% of Taiwan's whole population. Moreover, Taiwanese people will also see a Mazu culture tour as a journey to visit relatives and seek out family roots, embodying strong nostalgic emotions, and hence the tour is an important bond connecting Taiwanese people and overseas Chinese. Therefore, Mazu followers in Taiwan will be the primary and foremost target market.

## 6.2 Taiwanese people with ancestral origin of Zhangpu

Zhangpu County, where Wushi Mazu City is located, is the famous home town of overseas Chinese and Taiwanese people in China, which is separated from Taiwan by the Strait but connected with the Taiwanese people by the ties of blood. According to research, over 32.5% of Taiwanese people are descendants of Zhangpu people or people with an ancestral origin of Zhangpu. There is even a prevailing saying that “Yilan County is equal to Zhangpu County”. For this sake, Taiwanese people with an ancestral origin of Zhangpu will join in Mazu cultural tourism to begin their journey of seeking relatives and family roots, revealing a strong nostalgic emotion. They will be an important target market of Wushi Mazu City.

## 6.3 Religious tourists from Fujian and Guangdong

According to the master plan, Wushi Mazu City will rely on existing resources of religious tourism and convenient transportation to develop into an integral part of Southern Fujian's tourism destination system and one of the essential Taiwan Strait tourism destinations.

In Fujian and Guangdong, there are two special economic zones, Xiamen and Shantou, and three historic cities, Quanzhou, Zhangzhou and Chaozhou. Thanks to the economic and tourism development



## 12.2 Tourism Expert's Report *continued*

### Independent Report on the Further Development and Tourism Prospects of Wushi Mazu City

in Southern Fujian and Eastern Guangdong, the use of expressways and high-speed rail, and the progress in Fujian-Taiwan tourism cooperation, the tourism cooperation among Xiamen, Zhangzhou, Quanzhou, Chaozhou and Shantou shows quite obvious advantages in resource supplementation and clientele sharing. Currently, city vicinity tourism is developing at a rapid pace with the adjustment of holidays and festivals, bringing new opportunity for the development of Wushi Mazu City.

#### 6.4 Mazu followers around the world

With the migration of the massive group of overseas Chinese, Mazu culture was carried to places across Southeast Asia, Japan, Australia, Europe and America. Where there is a Chinatown or agglomeration of Chinese people in the world, you can see the extraordinary influence of Mazu culture. So far, Mazu culture is still one of the common spiritual pursuits of Chinese in the world, including those in China and those overseas. Therefore, Mazu followers worldwide also constitute an important target market of Wushi Mazu City.

#### (ii) Structure of Clientele Source Market

**The primary clientele source market** includes Zhangzhou, Xiamen and Quanzhou within Fujian Province and Taiwan. In reliance on Xiamen-Zhangzhou-Quanzhou integration, Wushi Mazu City will make the most of the geographic, cultural and commercial conditions and the Fujian-Taiwan relationship to develop religious pilgrimages and vacation travels and Cross-Strait communication on Mazu culture, and further improve the quality of tourism products in line with the needs of the clientele source market.

**The secondary clientele source market** includes other areas in Fujian Province, Zhujiang Delta, Changjiang Delta and other coastal areas. By combining it with surrounding tourism resources, such as attractions in Zhangzhou and Xiamen, Wushi Mazu City will become incorporated into the general tourism area in Southern Fujian and the Taiwan Strait. Mazu followers are spread extensively among overseas Chinese, and Fujian is a primary home province of overseas Chinese. The pilgrims from overseas will form an important clientele source market of Wushi Mazu City.

**The tertiary clientele source market** refers to other regions in China and overseas places influenced by Mazu culture. These regions are distant from Wushi Mazu City. However, the further development of the aviation industry and railway traffic in China as well as the increasing improvement of the mid- and long-term influence of Wushi Mazu City will enable this clientele to develop into a significant long-term market for Wushi Mazu City.

### Forecast of Market Size

#### 7.1 Factors affecting forecast

As the number of tourists may be affected by various factors, I give consideration to the geographic location, attraction of tourism resources, traffic capacity, tourist volume and surrounding tourist flow, the needs of tourists and many other aspects, and regard Wushi Mazu City as the destination of religious pilgrimages, which will make it differentiated from other ordinary tourism attractions in terms of life cycle and show high possibilities of repeat visits and the trend of incremental development.

#### 7.2 Forecast

Forecasts about the tourist volume of Wushi Mazu City are as follows:

According to the statistics from the managing officers of Mazu Temple, there were around 500,000 tourists in 2011, and a growth rate of 15% is currently forecast, meaning the number of tourists will reach 870,000 in 2015: the growth rate in the mid-term is 17%, representing a tourist volume of 1.92 million visitors by 2020.

The visitor statistics are consistent with the available evidence in relation to tourist visitor numbers to Zhangpu County, Zhangzhou City, Fujian Province and the People's Republic of China, and the anticipated visitation to a religious tourism resource of the significance of the Queen of Heaven Temple at Wushi Mazu City.



**Independent Report on the Further Development and Tourism Prospects of Wushi Mazu City**

The Company's growth forecasts are consistent with the available statistical evidence in relation to each of:

- (a) Domestic tourism growth;
- (b) Cross-Strait tourism growth; and
- (c) Religious tourism growth.

The ability of the Company to reach these growth targets will be affected by a range of factors including the effective deployment of the Company's business plans.

**7.3 Growth statistics**

Based on information from the **China National Tourism Administration** and **Fujian Tourism Bureau**, the following key statistical information is provided:

- (a) Domestic tourism in China - 2013  
Tourists: 3.262 billion, increase 10.3% (compared with 2012)<sup>1</sup>
- (b) Domestic tourism in Fujian - 2013  
Tourists: 2.9402 million, increase 5.0% (compared with 2012)<sup>2</sup>
- (c) International tourism to China - 2013<sup>3</sup>  
Tourists: 129.0778 million, decrease 2.5% (compared with 2012)  
Tourists to Hong Kong: 76.8846 million, decrease 2.3%;  
Tourists to Macao: 20.7403 million, decrease 2.0%;  
Tourists to Taiwan: 5.1625million, decrease 3.3%  
Foreign tourists: 26.2903 million, decrease 3.3%
- (d) International to Fujian-2013<sup>4</sup>  
Foreign Tourists: 1.7828 million, increase 6.7%  
Inbound tourists: 5.1213 million, increase 3.7%  
Total tourists: 200.5416 million, increase 16.9%

As can be clearly seen from this information, even in the contracting tourist market in China in 2013, there was a very significant increase in tourism in Fujian from all sectors: domestic (increase of 16.9%), inbound i.e. from Hong Kong, Macau, Taiwan and overseas (increase of 3.7%) and foreign (increase of 6.7%).

**7.4 Further statistical information**

Attached in Schedule A to this report is detailed statistical information showing:

- (a) Comparative tourism statistics for 2011, 2012 and 2013 for each of:
  - (i) National tourism in China
  - (ii) Fujian provincial tourism
  - (iii) Zhangzhou city tourism
  - (iv) Zhangpu country tourism
  - (v) Meizhou Island tourism (birthplace of Mazu).
- (b) The breakdown of inbound visitor arrivals for Fujian for 2013.
- (c) Foreign visitor arrivals to China by mode of entry for the period January to September 2014.

These statistics all substantiate both high and consistent growth in:

- (i) Mazu cultural tourism; and
- (ii) Tourism to Zhangpu County where Mazu City is located.

ks: <http://www.cnta.gov.cn/html/2014-9/2014-9-24-{@hur}-47-90095.html> and <http://www.cnta.gov.cn/html/rjy/index.html>  
 k: <http://www.cnta.gov.cn/html/2014-9/2014-9-24-{@hur}-47-90095.html>  
 lk: <http://www.cnta.gov.cn/html/2014-9/2014-9-24-{@hur}-47-90095.html>  
 k: <http://www.fjta.gov.cn/zwgk/201402/2014021714620.html>



## 12.2 Tourism Expert's Report *continued*

### Independent Report on the Further Development and Tourism Prospects of Wushi Mazu City

#### Development and Creation of Tourism Products

##### 8.1 System Construction

Based on the comprehensive evaluation of the resources and environment of Wushi Mazu City, the market outlook under the competition of surrounding markets, the integrity of the product chain, overall benefits of products and product development conditions, MZU propose to construct a tourism product system by taking Mazu pilgrimage tours as its core and incorporating a cultural travel experience, recreation and sightseeing.

##### 8.2 Planning Thought

MZU are planning to unify all tourism products of Mazu City around two themes – “religion and temple fair” and “culture and recreation”. By virtue of the special tourism resources of Mazu City and the orientation towards market need, MZU are innovative in the manner they propose to use the resources to achieve the creation of highly competitive tourism products.

##### 8.3 Orientation and Highlight

MZU propose to optimize the traditional religious tourism products through channels that include brand building, discovery and enhancement of cultural and geographic resources, connotation expansion, function addition and differentiation development, technology application and the extension of the product chain, and to highlight growing tourism products that feature high output benefits and capture market growth potential, for instance, Mazu culture and temple fair culture. In addition, MZU are also planning to initiate special cultural experience programs with intangible culture as themes, such as performances, traditional craftworks, and festival celebrations, and in this way blend intangible culture into the development of tourism elements, planning of tourism activities and the creation of a tourism environment, thus flexibly using the resources of intangible cultural heritage.

##### 8.4 Development of Core Tourism Products

*Mazu pilgrimage tourism products:* MZU will rely on the appeal of Wushi Mazu's thousand-year golden body to excavate and embody the caring spiritual connotation and universal love, and dig deeper in order to improve the level and quality of Mazu worship and pilgrimage tourism products. Further, on the basis of Mazu culture's extensive influence on both sides of the Taiwan Strait, MZU are cooperating with Taiwanese Mazu communities to build up the religious ritual of incense burning and praying for Mazu culture, making it a national religious and tourism event.

*Temple fair culture tourism products:* themed by the temple culture, MZU propose to discover the charm of China's traditional culture and enhance the “active” and efficient utilization of Mazu City. MZU will create “earthy”, “dynamic” “Temple Fair Culture” products, which, with the “holy”, “tranquil” tourism products for Mazu culture, will supplement each other.

##### 8.5 Development of Dominant Tourism Products

(a) **Religious culture experience products:** MZU propose to develop Religious Cultural Tourism products based on the historic and cultural connotation of Wushi Mazu City, that focus on Mazu culture, that unearth and highlight religious resources including Ziwei Temple and Wanggong Temple, and that create a scenario experience with the help of high-tech, and build a one-of-a-kind technological and smart Mazu City in China, strengthening the innovation in religious cultural, sightseeing and experience products.

(b) **Traditional culture experience products:** MZU propose to take the guild of temple fair culture as the vehicle to allow tourists to experience China's traditional culture and craftwork, for example, Zhangpu paper-cut products and lanterns, classic dance, and Chinese chess. This will give tourists more access to China's traditional culture and also refurbish and perfect the tourism product chain of Mazu's cultural guild.

##### 8.6 Extension of Tourism Products

(a) **Recreational tourism products:** MZU propose to take great effort to develop vacation products for meditation and recuperation in dedicated zoned areas of Mazu City designated as the Mazu practice and recuperation region, including recuperation hotels. MZU propose to develop tourism products related to religious practice, Zen relaxation, well-being and



### Independent Report on the Further Development and Tourism Prospects of Wushi Mazu City

elegance courses to meet the needs of an urbanized population to return to nature and serenity, and further drive the improvement of all tourism products of Mazu City.

- (b) **Religious token tourism products:** in the culture of Buddhism and Taoism, there are many religious tokens with special meaning to convey the respect and esteem that people hold for gods. MZU propose to develop religious token commodities that can be used for praying. Examples include gilt arhat, exquisite Thangka, gold religious books, religious calligraphies and paintings, and fortune stick poems.
- (c) **Ecological sightseeing tourism products:** MZU propose to focus on the renovation of forest form, rely on the ecological resources of Ziwei Mountain, and establish an outdoor location suitable for weekend relaxation and deep breathing, particularly for urban people.

### Creation of Core Tourism Product of Mazu City

In light of the characteristics of the resources and scenario planning of Mazu City, the planning for tourism products of Wushi Mazu City falls to creating its core tourism products, namely the tourism products of Mazu pilgrimages and those of temple fair culture.

#### 9.1 Planning for Mazu Pilgrimage Tourism Products

MZU propose to increase the recognition and influence of the Queen of Heaven temples of Mazu, expand the size of the primary temple area and build a holy statue of Mazu with three heads and three bodies, thus enhancing the attraction of core products. Further, MZU propose to build a thematic image of worship, pilgrimage and incense burning and increase the public's awareness and involvement by holding worship and consuetudinary activities. MZU propose to extend the industrial chain of tourism by Zen relaxation, recuperation, vegetarian dietary offerings and sales of religious tokens to change the original tourism form featuring static display, thus increasing the involvement, enjoyment and tourist satisfaction.

#### 9.2 Planning for Temple Fair Culture Tourism Products

MZU propose to highlight the core theme of temple fairs through landscape layout and street functional settings, through efficient use folk traditional culture transforming it into tangible products, extending the tourism industrial chain by means of catering, entertainment and souvenir sales, and conducting deep development of tourism products for temple fair culture with physical and spiritual integration.

### Planning for Transport System

MZU propose to follow the principles of orientation towards tourist need and integral development of the transport system, and give consideration to the practicability, operability and expandability to further improve the accessibility of the transport system in scenic areas. Meanwhile, MZU propose to align the technical standards and artistic rules in the scenic areas in accordance with tour line requirements, blend the tourism transport network amongst the landscape and attractions, and thus construct an efficient, safe, well-planned transport network within the scenic areas.

#### 10.1 Planning for external transport

The transport outside scenic areas is of good accessibility. MZU propose to take advantage of existing urban road networks, improve the external traffic signs, and set up bus stops near the highway entrance, therefore building a fast track to Zhangpu central district, the high-speed rail station and the bus station to improve the accessibility of the scenic areas.

#### 10.2 Planning for internal transport

Roads inside the scenic areas are paved in a way that best suits the landscape and signposts should be installed at intersections. Footpath lines may be selected in connection with the fire lanes. Footpaths consist of a three-level system:

- (a) **Primary footpath:** the primary footpath starts from the central line of the scenic area and ends at the holy statue of Mazu with three heads and three bodies, and is paved with black granite



## 12.2 Tourism Expert's Report *continued*

### Independent Report on the Further Development and Tourism Prospects of Wushi Mazu City

with a breadth of 90 meters. The section of the footpath that leads to mountain top is constructed overhead to avoid the environmental damage to the mountain.

- (b) **Secondary footpaths:** the primary function of secondary footpaths is to connect major attractions in each segment. In addition, the roads connecting attractions on Ziwei Mountain are secondary footpaths, which should be paved with stone slabs or with a concrete surface while a few of them may be built as wooden walkways to cater to the terrain.
- (c) **Tertiary footpaths:** tertiary footpaths are to supplement the secondary footpaths, connect ordinary attractions and tourism organizations in the area, and avoid unnecessary turn-backs. They may be paved with stone blocks.

#### 10.3 Planning for transport facilities

Transport facilities include parking lots and traffic sign facilities. Among them, parking lots are primarily constructed on both sides of the main square at the entrance to Wushi Mazu City. In addition, there will be small- and medium-sizes parking lots near the recuperation hotel and the Guild of Mazu Culture, close to the foot of the mountain, particularly for battery powered electric cars. In the ecological parking lot at the entrance, stop marks and direction guide signs will be placed, and zones will be divided for large- and medium-sizes tourist buses and private cars. Every parking lot will be operated by dedicated personnel. In order to further improve the transport network inside the area, MZU propose to build a traffic sign system and place visible parking signs at the entrance of each parking lot. Warning signs must be installed for the dangerous sections of driveways and footpaths, prohibition signs for internal traffic arteries limiting vehicles and road sections prohibiting pedestrians from climbing, and guiding marks such as direction arrows and signposts for junctions on primary footpaths.

### Close Connection with Taiwan

#### (i) Cross-Strait Relationship

##### 11.1 Ma Ying-jeou's Cross-Strait Thought

The President of Taiwan, Ma Ying-jeou holds the following political views and principles with respect to Cross-Strait relations (relations between Taiwan and Mainland China):

- (a) Political thought emphasizing "freedom, democracy and human rights"
- (b) Economic thought emphasizing priority of trade and economic openness
- (c) "Viable Diplomacy" thought with an emphasis on practicability and flexibility
- (d) Cross-Strait relationship thought emphasizing peaceful development.

##### 11.2 Trend of Cross-Strait relation after KMT took power

On his inauguration, Ma Ying-jeou emphasized his intention to resume Cross-Strait negotiations as soon as possible on the basis of "1992 Consensus".

##### 11.3 1992 Consensus

"1992 Consensus" refers to the oral consensus reached in November of 1992 between Mainland China's Association of Relations Across the Taiwan Straits and Taiwan's Straits Exchange Foundation that "both sides recognize there is only one China."

##### 11.4 Trend of Cross-Strait relations after KMT took power

After his inauguration, Ma Ying-jeou put forward a guideline concerning Cross-Strait relations, which is, "envisage the reality, jointly create the future, set disputes aside, and pursue a double win."

##### 11.5 Three links across Taiwan Straits

Mainland China's Association of Relations Across the Taiwan Straits and Taiwan's Straits Exchange Foundation concluded "four Agreements" including the Cross-Strait Air Transport Agreement, Cross-Strait Sea Transport Agreement, Cross-Strait Postal Service Agreement, and Cross-Strait Food Safety Agreement. These "four agreements" signify the preliminary realization of "Three Links" across





### Independent Report on the Further Development and Tourism Prospects of Wushi Mazu City

Taiwan Straits, and the Cross-Strait communication also evolves from the original “one-way, indirect and unofficial” status to the “two-way, direct and official” direction.

#### 11.6 Mainland China and Taiwan signed ECFA in 2010

In June of 2010, Mainland China and Taiwan signed the Economic Cooperation Framework Agreement (ECFA). According to the agreement, Mainland China shall reduce the taxation on ten classes, including 539 items, of products manufactured in Taiwan with an importation value of 13.83 billion US dollars in 2009, and in return Taiwan shall reduce the taxation on four classes, including 267 items, of products manufactured in Mainland China with an importation value of 2.85 billion US dollars in 2009. Mainland China will also enact six rules, including one that allows Taiwan banks to set up institutions especially for RMB transaction in Mainland China to provide Taiwanese-invested enterprises with credit facilities.

ECFA provides the guarantee for the normalization and institutionalization of Cross-Strait economic relations. The Cross-Strait relations may be improved if ECFA is effectively implemented, leading to the initiation of political negotiation. Therefore, the profound significance that it will generate cannot be underestimated.

#### 11.7 Culture

According to the incomplete statistics of the Ministry of Culture, there were 249 Cross-Strait cultural communication programs just in the first half year of 2009, involving 2,164 people in total. It created a good environment to continuously drive the Cross-Strait cultural communication under the topic of peaceful development, and laid a solid foundation for Mainland China and Taiwan to shorten their distance, build a relationship, supplement each other and develop hand in hand.

#### 11.8 Politics

Taiwan's “Executive Yuan Council” passed the Measures on Permission for Public Servants and Persons with Special Identity in Taiwan to Visit Mainland China and Measures on Permission for Professionals from Mainland China to Conduct Professional Activities in Taiwan, and have allowed people of 11 occupations, including public servants and political officers, to visit Mainland China for communication since 2009: further, they also gave permission to high-level political officers of Mainland China to visit Taiwan. So far, gates are being opened one by one for governmental officers at various levels in Mainland China to visit Taiwan, achieving true mutual access across the Taiwan Straits.

Taiwanese political circles, including leaders of political parties, the former “Vice President” and “President of the Executive Yuan”, public representatives at various levels from blue and green camps, mayors of counties and even celebrities, have left their footprints on Mainland China during their visits.

High-level officers and heads in the political, economic and cultural circles of Mainland China successively visited Taiwan for various reasons. Cross-Strait communication is increasingly active and the relationship is positively improved.

At the press conference held after the closure of NPC and CPPCC in 2009, Premier Wen Jiabao delivered some very emotional remarks that “I sincerely hope for a chance to take a tour in Taiwan...If that is possible, I will go even if the only way I can get there is to climb”, winning long-lasting applause from the audience and the empathy of the Taiwanese people. It again triggered infinite imaginations for mutual visits between leaders of Mainland China and Taiwan.

#### (ii) Potential risks for the development of Cross-Strait relations

##### 11.9 International factors

International factors are the most likely to be obstacles preventing the development of Cross-Strait relations.



## 12.2 Tourism Expert's Report *continued*

### Independent Report on the Further Development and Tourism Prospects of Wushi Mazu City

#### 11.10 Resistance of "Taiwan Independence" forces

The disturbance of Democratic Progressive Party and "Taiwan Independence" forces adds to the resistance against the peaceful development of Cross-Strait relations. In spite of the "significant and positive changes" occurring in current Cross-Strait situation, the "Taiwan Independence" forces on the island are still active. They stubbornly insist on "Taiwan Independence" and seek to derail Cross-Strait relations from developing in a positive direction. There is still a long and burdensome journey for Mainland China to overcome the Taiwan Independence movement.

#### 11.11 Subject consciousness

The increasingly stronger "subject consciousness" of Taiwanese people is too visible to be ignored.

### Methodology and Assumptions

This report is produced using the following methodologies and assumptions:

#### (i) Methodology

##### 12.1 Basis of Methodology

The Chinese government produces tourism data that includes national level data, provincial level data and county level data. The report findings are derived from an overlay of this data together with the information provided by the Company and an examination of the relevant factors that affect a project of this nature, which have been detailed elsewhere in this report and include religious cultural tourism, Mazu cultural tourism, the domestic tourism market in China, Mazu followers from Taiwan and other parts of the world, Taiwanese people with the ancestral origin of Zhangpu, the development and creation of core tourism products, the promotion of Mazu City as a core tourism product in itself and hence a tourism destination, effective transportation systems and opportunities from the further development of Cross-Strait relations.

##### 12.2 Caveats

Projections of tourist numbers should not be interpreted as precise point forecasts or predictions. Rather, the projections reflect the outcomes of applying a set of assumptions about the future direction of religious observance, Mazu belief, cultural tourism, political continuity, economic conditions and Cross-Strait relations on tourism numbers based on current trends in these factors. As a result, the accuracy of those projections is dependent on the extent to which assumptions about the trends in these factors hold true.

Users should exercise caution in the interpretation and use of tourism projections, particularly in area specific projections such as Wushi Mazu City tourism numbers where there is a much greater degree of uncertainty involved in generating projections as the project development to expand the Wushi site is in an early stage.

##### 12.3 Forecasts

No separate forecast has been made by me as the basis for the preparation of this report. Rather, an examination as to the reasonableness of the forecasts made by the Company has been conducted in light of a review of the empirical evidence available from the Company, and from independent sources such as official government tourism departments.

#### (ii) Assumptions

##### 12.4 Setting of Assumptions

The setting of assumptions of future tourism numbers is informed by information provided by the Company in relation to current and historical data and future plans, by the China National Tourism Administration, by the Fujian Province Tourism Administration, and by the Zhangpu County Tourism Bureau.

##### 12.5 Maintenance of Growth Trend

Tourism is a significant growth sector in China and future tourism numbers are expected to increase year on year for the foreseeable future. The rate of growth may fluctuate due to the factors set out in

**Independent Report on the Further Development and Tourism Prospects of Wushi Mazu City**

section 12.2 above and elsewhere in this report. For the purpose of this report, unless stated otherwise, I have assumed that the current trends will continue on a consistent and linear pattern.

**12.6 Execution of Business Plan**

The Company has identified strategies for growth that depend upon:

- (a) the development of Mazu City including its infrastructure, facilities and amenities;
- (b) the accurate targeting of clientele from identified profiles;
- (c) the development of core tourism products; and
- (d) sustainable economic modeling for Mazu City.

For the purpose of analyzing the tourism forecasts, it is assumed that these strategies are successfully implemented by the Company: indeed, this is the premise for the growth. I make no comment on the Company's ability to successfully implement those parts of the strategies not yet implemented. I have, however, noted elements that have been implemented to date and have also noted some core advantages that the Company has in relation to this project.

**13. Conclusions**

Having reviewed the material provided by you and conducted an examination of the external factors, subject to the qualifications as set out in this report, it is possible to summarize my substantive conclusions as follows:

**13.1 Religious cultural tourism**

For a variety of factors including improved economic circumstances and increased political tolerance, religious cultural tourism is a significant growth sector in China today.

**13.2 Mazu cultural tourism**

Mazu culture has spread beyond China and Taiwan and is now permeating globally. The number of Mazu followers, already very substantial (in excess of 200 million people) is growing strongly. An economic opportunity based on Mazu worship and culture has an expanding market.

**13.3 Wushi Mazu City significance**

Wushi Mazu City is an important location. It has the momentous tourism resource of the Thousand-Year Golden Body of Mazu in its Queen of Heaven Temple, one of the top three Queen of Heaven temples in Fujian Province, the province of the origination of Mazu.

The agreements signed between the government in China and the Company provide key leverage in the development of Wushi Mazu City into the premier site for the worship of Mazu in China.

**13.4 Development plans for Wushi Mazu City**

The development proposal for Wushi Mazu City has been thoughtfully designed to take account of the religious significance of the site with respect to the infrastructure, the public spaces, the environs, the building designs, its uniqueness and the sustainability of the location as a world class religious site.

The design has catered for the business and economic strategies of the Company to provide the required cultural tourism products and services in its business plan.

Transportation plans are consistent with a high grade, high volume tourist destination.

**13.5 Tourism projections**

Based on available information including statistics from the **China National Tourism Administration** and **Fujian Tourism Bureau**, the information provided by the Company seems reasonable and its projections for growth are consistent with current growth patterns in tourism in the area.

**14. Restriction on use**

Without modifying my conclusions, this report is only suitable for the purpose of inclusion in the Prospectus, and may not be suitable for use for another purpose.



## 12.2 Tourism Expert's Report *continued*

### Independent Report on the Further Development and Tourism Prospects of Wushi Mazu City

**15. Reliance and limitations**

In preparing this report, I have relied on information provided by the Company. In general, reliance was placed on but not limited to the information provided. I have used the information without independent verification, but, where possible, it was reviewed for reasonableness and consistency.

**16. Declaration of independence**

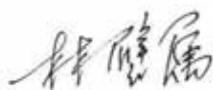
This report was commissioned by Mazu Alliance Limited for the purposes of inclusion in a Prospectus for the raising of capital to be lodged with the Australian Securities and Investments Commission. There are no relationships with Mazu Alliance Limited or individual entities associated with that company, other than acting as an independent expert for the purposes of this report. The fee to be received for the preparation of this report is RMB 10,000 and is based on the time spent at normal professional rates plus out of pocket expenses. The fee is payable regardless of the outcome. No other commission or benefit is payable to me. I do not hold any securities in Mazu Alliance Limited or any related entity.

**17. Stipulation regarding financial advice**

This report does not constitute financial advice. I am not the holder of, nor operating under an Australian financial services licence. The opinions given in this report are opinions on matters other than financial products and are in no way intended to be advice on financial products including any financial products that may be offered under the Prospectus in which this report is included.

**18. Consent**

I have consented to the inclusion of this report in the Prospectus in the form and context in which it is included.



Prof Bishu Lin Ph.D.





## Schedule A

## National Tourism In China

Year	Domestic tourists	Growth %	Inbound tourists	Growth %
2013	3,262,000,000	10.30%	129,077,800	-2.50%
2012	2,957,000,000	12.00%	132,405,300	-2.20%
2011	2,641,000,000	13.20%	135,423,500	1.20%

Source: China National Tourism Administration

<http://www.cnta.gov.cn/html/2014-9/2014-9-24-{@hur}-47-90095.html>

<http://www.cnta.gov.cn/html/2013-9/2013-9-12-{@hur}-39-08306.html>

<http://www.cnta.gov.cn/html/2012-10/2012-10-25-9-0-71726.html>

## Fujian Provincial Tourism

Year	Domestic tourists	Growth %	Inbound tourists	Growth %
2013	195,420,300	17.30%	5,121,300	3.70%
2012	162,101,300	17.10%	4,936,700	15.50%
2011	135,950,100	19.10%	4,274,200	16.15%

Source: Fujian Province Tourism Administration

<http://www.fjta.gov.cn/zwgk/201402/2014021714620.html>

<http://www.fjta.gov.cn/zwgk/201302/2013020511866.html>

<http://www.fjta.gov.cn/zwgk/201202/201202209927.html>

## Zhangzhou City Tourism

Year	Domestic tourists	Growth %	Inbound tourists	Growth %
2013	15,900,700	17.80%	370,800	12.10%
2012	13,475,800	15.70%	330,700	12.60%
2011	11,651,400	16.30%	293,700	18.70%

Source: Fujian Province Tourism Administration

<http://www.fjta.gov.cn/zwgk/201402/2014021714620.html>

<http://www.fjta.gov.cn/zwgk/201302/2013020511866.html>

<http://www.fjta.gov.cn/zwgk/201202/201202209927.html>



## 12.2 Tourism Expert's Report *continued*

### Schedule A continued

Zhangpu County Tourism		
Year	Total tourists	Growth %
2013	4,020,300	33.40%
2012	3,014,000	31.73%
2011	2,288,000	22.00%

Source: Zhangpu County Tourism Bureau

<http://lyj.zhangpu.gov.cn/xxgk/xxgkContent.aspx?NewsID=1232>

<http://lyj.zhangpu.gov.cn/xxgk/xxgkContent.aspx?NewsID=987>

<http://lyj.zhangpu.gov.cn/xxgk/xxgkContent.aspx?NewsID=51>

Meizhou Island Tourism		
Year	Total tourists	Growth %
2013	2,670,300	17.90%
2012	2,264,900	20.20%
2011	1,884,600	20.80%

Note: Meizhou Island is the birthplace of Mazu.

Source: Fujian Province Tourism Administration

<http://www.fjta.gov.cn/zwgk/201402/2014021714620.html>

<http://www.fjta.gov.cn/zwgk/201302/2013020511866.html>

<http://www.fjta.gov.cn/zwgk/201202/201202209927.html>

Inbound Visitor Arrivals for Fujian Province, JAN-DEC 2013		
	Visitors (10,000 Person)	Increase (%)
Foreigner	178.28	6.7
Taiwanese	213.63	1.2
Hongkongese	109.14	3.9
Macanese	11.08	6.3
<b>Total</b>	<b>512.13</b>	<b>3.7</b>

Source: <http://www.fjta.gov.cn/zwgk/201402/2014021714620.html>



## Schedule A continued

## FOREIGN VISITOR ARRIVALS TO CHINA BY MODE OF ENTRY, JAN-SEP 2014

	TOTAL (10,000 PERSON)	GROWTH (%)	MODE OF TRANSPORT				
			SEA	AIR	RAIL	MOTOR	FOOT
<b>TOTAL</b>	<b>9464.76</b>	<b>-1.48</b>	<b>343.71</b>	<b>1528.44</b>	<b>93.89</b>	<b>2172.86</b>	<b>5325.86</b>
HONGKONG	5634.55	-1.88	87.92	132.64	55.62	1765.33	3593.04
MACAU	1512.14	-2.13	7.41	6.39	0.21	112.71	1385.43
TAIWAN	396.7	3.64	59.16	247.55	1.67	37.33	50.99
FOREIGNERS	1921.37	-0.77	189.22	1141.86	36.39	257.5	296.41
<b>ASIA</b>	<b>1182.88</b>	<b>0.27</b>	<b>130.01</b>	<b>679.32</b>	<b>18.9</b>	<b>130.4</b>	<b>224.26</b>
JAPAN	199.22	-6.87	8.27	149.94	2.62	15.03	23.36
KOREA	307.64	2.97	28.13	250.94	1.47	8.19	18.92
KOREA,D.P.REP.	13.98	-6.47	5.65	2.54	2.84	2.51	0.44
MONGOLIA	80.97	6.06	0.04	6.73	5.36	65.79	3.06
PHILIPPINES	71.92	-3.12	44.94	15.58	0.48	3.03	7.91
THAILAND	43.11	-7.78	1.63	32.57	0.29	2.23	6.39
SINGAPORE	66.75	0.9	2.51	46.53	0.82	4.95	11.94
INDONESIA	42.31	-6.77	8.21	18.83	0.86	5.51	8.9
MALAYSIA	76.36	-6.14	3.13	54.6	0.79	5.02	12.81
PAKISTAN	8.08	1.39	0.31	5.55	0.07	0.45	1.7
INDIA	51.97	2.56	11.99	24.49	1.06	4.06	10.37
NEPAL	4.08	-9.46	0.91	2.07	0.06	0.06	0.99
SRI LANKA	3.5	-6.9	0.75	2.61	0.02	0.04	0.09
KAZAKHSTAN	25.33	-14.74	0.03	6.79	0.93	6.78	10.81
KYRGYZSTAN	3.67	-3.08	0	1.66	0.01	1.32	0.68
OTHERS	183.99	13.95	13.53	57.9	1.22	5.43	105.91
<b>AMERICA</b>	<b>227.81</b>	<b>-1.92</b>	<b>9.33</b>	<b>163.76</b>	<b>5.21</b>	<b>22.72</b>	<b>26.79</b>
U.S.A	154	-0.85	5.9	115.31	2.72	14.62	15.44
CANADA	48.52	-3.4	2.05	32	1.42	5.52	7.53
MEXICO	4.66	3.17	0.21	3.62	0.15	0.29	0.39
OTHERS	20.63	-7.12	1.17	12.83	0.91	2.29	3.43
<b>EUROPE</b>	<b>408.66</b>	<b>-2.67</b>	<b>45.85</b>	<b>224.63</b>	<b>9.38</b>	<b>96.99</b>	<b>31.81</b>
U.K.	44.17	-5.89	2.81	30.5	1.36	3.69	5.8
GERMANY	48	-0.17	1.94	40.9	0.66	2.21	2.28
FRANCE	37.78	-6.22	1.44	30.05	0.86	2.54	2.89
ITALY	18.25	-0.96	1.64	13.59	0.4	1.26	1.37
RUSSIA	158.99	-1.5	25.79	35.39	4.2	82.52	11.09
SWITZERLAND	5.82	-3.14	0.2	4.71	0.16	0.35	0.39
SWEDEN	10.15	-12.47	0.48	8.59	0.17	0.37	0.54
NETHERLANDS	13.13	-8.3	0.48	10.13	0.34	0.85	1.33
NORWAY	3.5	-9.26	0.13	3.02	0.07	0.12	0.16
AUSTRIA	4.73	-3.68	0.15	4.06	0.08	0.18	0.27
BELGIUM	4.96	-3.57	0.15	4.13	0.1	0.27	0.31
SPAIN	10.46	6.22	0.28	8.63	0.2	0.55	0.8
PORTUGAL	3.72	4.07	0.18	1.76	0.05	0.17	1.57
OTHERS	45	-1.02	10.19	29.18	0.74	1.89	3
<b>OCEANIA</b>	<b>58.38</b>	<b>-9.08</b>	<b>2.74</b>	<b>39.25</b>	<b>1.81</b>	<b>5.48</b>	<b>9.1</b>
AUSTRALIA	48.32	-10.17	2.14	32.7	1.46	4.49	7.53
NEW ZEALAND	9.2	-3.54	0.39	6.21	0.32	0.87	1.41
OTHERS	0.86	-2.87	0.21	0.34	0.02	0.13	0.16
<b>AFRICA</b>	<b>43.5</b>	<b>8.55</b>	<b>1.28</b>	<b>34.83</b>	<b>1.09</b>	<b>1.89</b>	<b>4.41</b>
<b>OTHERS</b>	<b>0.13</b>	<b>-15.57</b>	<b>0.01</b>	<b>0.06</b>	<b>0</b>	<b>0.02</b>	<b>0.04</b>

Source: <http://www.cnta.gov.cn/html/rjy/index.html>

## 12.2 Tourism Expert's Report *continued*

### Schedule B

#### Qualifications and experience

Prof Lin holds the following tertiary qualifications:

- (a) **Bachelor of World History** from *Shandong University*
- (b) **Master of Ancient History of Medieval World** from *Shandong University*
- (c) **Doctorate of Philosophy of Science and Technology** from *Xiamen University*

#### Occupation:

Professor of Tourism and Hotel Management Department of Management Academy in Xiamen University, Professor and academic leader responsible for the key disciplines of Tourism Management in Fujian Province, the director of MTA Center, Management Academy, Xiamen University.

#### Tourism planning projects conducted and completed in recent years:

- 1 The project of Xiamen Seashine Travel Group: Scheme Design for the Operation of Chained Sunshine Hotels in Xiamen (2005);
- 2 The project of Zhangzhou Xiangcheng District Government: Master Plan for Xiangcheng District Tourism Development (2005);
- 3 The project of Zhangzhou Xiangcheng District Government: Scheme Design and Feasibility Study of Red Tourism Area where President Mao led the armies into Zhangzhou (2005);
- 4 The project of Xiamen Tourism Bureau: "Winter in Xiamen" Tourism Product Design (2005);
- 5 The project of Hong Kong Meixin International Co., Ltd.: Scheme Design and Feasibility Study of Yunxiao International Seawater Hotspring Tourism Program in Zhangzhou (2005);
- 6 The project of Huli District Development and Reform Bureau: Planning for Large Tourist Service Center on Western coast of Taiwan Straits (2005);
- 7 The project of Huli District Development and Reform Bureau: Project Research on the Development of Experience-oriented Tourism of Huli District (2006);
- 8 The project of Huli Construction Bureau: Conceptual Planning for Huandao Road (Huli Section) Recreational Tourism (2006);
- 9 The project of Zhangzhou Longwen District Government: Master Plan for Longwen District Tourism Development (2006-2007);
- 10 The project of Wuxi Yixing Government: Conceptual Planning for Yixing Yanshan Recreational Resort (2007);
- 11 The project of Nanjing County Government: Master Plan for Zhanglong Recreational Tourism Area (2008);
- 12 The project of Xiamen Tourism Bureau: Planning for Xiamen Tourism Marketing in 2009-2011 (2008);
- 13 The project of Xiamen Huli District Government: Master Plan for Tourism Development of Huli District, Xiamen City (2008-2009);
- 14 The project of Xiamen Huli District Government: Guidance on Allocation and Layout of Tourism Facilities in the East of Huli District, Xiamen City (2009);
- 15 The project of Fujian Haiquan Orchid Industrial Co., Ltd.: Master Plan for Strait Orchid Expo Tourism of Nanjing County, Zhangzhou City (2009);
- 16 The project of Xiamen Bureau of Culture: Conceptual Planning for "Strait Joy Town" Recreational Resort (2009);
- 17 The project of Xiamen Bureau of Culture: Conceptual Planning for Strait Recreational Sports Center (2009);
- 18 The project of Xiamen Huli District Government: Study on Development Positioning of Industries in Jinshan Street, Huli District (2010);
- 19 The project of Fujian Wanxinglong Group: Conceptual Planning for Strait "Sunshine City" Tourist Resort in Yongchun, Fujian (2010);
- 20 The project of Fujian Hengxing Property: Conceptual Planning for State-Level Southern-Fujian Cultural Innovation Park of Quanzhou City (2010);
- 21 The project of Xiamen Haicang District Government: The 12th Five-year Tourism Development Plan of Haicang District (2010);
- 22 The project of Xiamen Huli District Government: The 12th Five-year Tourism Development Plan of Huli District (2010);
- 23 The project of Wuyi Mountain Government: Conceptual Planning for Wuyi Mountain Europa Resort (2010);
- 24 The project of Fujian Youxi County Government: Master Plan for Youxi Primitive Ginkgo Woods Area (2011);
- 25 The project of Fujian Tianshou Institution: Conceptual Planning for France Chanson Tourist Resort in Wuhu, Anhui (2011);
- 26 The project of Northern Shore Economic Development Area of Putian Meizhou Bay: Conceptual Planning for Coastal Tourist Resort of Putian Meizhou Bay (2011);
- 27 The project of Zhangpu County, Zhangzhou City: Revised Master Plan for Zhangpu Tourism Development (2011);
- 28 The project of Zhangpu County, Zhangzhou City: Revised Master Plan for Coastal Volcanic Landscape Park (2011);
- 29 The project of Xiamen Xianyu Park: Master Plan for Xianyu Mountain Scenic Area in Xiamen (2011);
- 30 The project of Xiamen Huli District Government: Planning and Renovation of Relatively Centralized Area of Xiamen Economical Hotels (2011);
- 31 The project of Xiamen Huli District Government: Development Planning for Modern Tourism Portfolio of Wuyuan Bay and Its Vicinity (2011);
- 32 The project of China Travel Service Fujian: Evaluation on the Economic Value of Guanzhi Mountain Scenic Area (2012).







## Schedule B continued

**Research Results**

In the field of tourism research, Professor Lin Bishu has been dedicated into tourism teaching and research for over 20 years. His research involves hotel management, policies in the tourism industry, tourism network, holiday tourism, development pattern of tourism, tourism market, tourism product development, reception service system of tourism destinations, and innovation in tourism business models. Among them, there are over 30 papers and 6 published works, including those set out below.

**Papers published:**

- 1 Forecast on the Development of "Golden Week" Holiday Tourism, Guangming Daily, B2, November 3, 2000.
- 2 Tourism Industry Needs Moderate Protection after China's Accession into WTO, Theory Weekly of Guangming Daily, B2, January 23, 2001.
- 3 Several Problems in Holiday Travel Information Forecast, Theory Weekly of Guangming Daily, September 15, 2001.
- 4 Enhancing Forecast and Planning is an Important Premise of Successful Olympic Games, Theory Weekly of Guangming Daily, September 21, 2002.
- 5 Trial Analysis of Tourist Market in Tourism Planning, Tourism Tribune, Issue 6, 2001.
- 6 Enlightenment Given by Outbound Tour Quotations of British Travel Agencies on China's Development of European Tourist Market, Economic Management Journal, 2004 (1).
- 7 Analysis of Outbound Tourism Products in the UK, Tourism Tribune, Issue 2, 2005.
- 8 Study on the Influence of Closed-off Management of Wuyi Mountain on Stakeholders, Tourism Tribune, Issue 7, 2006.
- 9 Promote the Development of Fujian and Taiwan Tourism with E-commerce, Fujian Forum, Issue 1, 2002.
- 10 Assessment on the Internet Application Conditions in Tourist Hotel Industry of China, Tourism Tribune, Issue 6, 2000. This article was retrieved by ISSHP and won the 3rd Prize among the 7th Excellent Social Science Achievements of Xiamen City.
- 11 Evaluation of Relationship between Supply and Demand in Regional Hotel Industry: Xiamen City, 2006 International Symposium on Hospitality Management and Business Information, The American Scholars Press 2006.
- 12 The Analysis of Comparative Advantages in System between Hotel Management Contracts and Franchising, 2007 International Symposium on China Hospitality Management and Business Information, The American Scholars Press 2007, and this article was retrieved by ISSHP.

**Works and text books published:**

- 13 Development Patterns of Famous Hotel Groups in the World, Tourism Education Press, 2010.
- 14 Practical Management of Tourist Hotels, Tsinghua University Press, 2005.
- 15 Anteroom, Housekeeping Service and Management, Tsinghua University Press, 1st Edition in 2006, 2nd Edition in 2011.
- 16 Corporate Culture Creation for Hotels, Tourism Education Press, 1st Edition in 2007, 2nd Edition in 2009.
- 17 Methods for Hotel Operation, Decision-making and Management, Xiamen University Press, 1st Edition in 1996, 2nd Edition in 2003.
- 18 Scientifcity in Historic Cognition, Science Press, 2008.

**Social Commentary:**

In recent years, Prof Lin is the author of 3 books (co-author for 1 and independent author for the other 2), 3 textbooks, and more than 30 relevant papers, which are all published in authoritative and core journals in China and receive goods comments from peers and the community.

- 1 The papers published in Tourism Tribune, Theory Weekly of Guangming Daily and Economic Management Journal are well acknowledged in the theoretical circle. Several of them were reprinted in full text by the Data Center of Renmin University of China, adopted by the database of "Chinese Social Sciences Citation Index", and selected into the library of "China Society for World Trade Organization Studies" for 100 key humanity and social science research bases under the Ministry of Education.
- 2 In the article "Tourism Industry Needs Moderate Protection after China's Accession into WTO", the indicated development strategy for China's tourism industry after its accession into WTO completely conforms to China's accession commitments and aligns with its accession strategies (one year in advance). It has attracted great attention in academic circles, and is reprinted in full text under the heading "Highlight in This Issue" on the title page of the magazine Tourism Management.
- 3 In face of the nationwide holiday tour boom emerging on Labor's Day in 2000, the head of planning firstly published an article to suggest anticipating and forecasting information on holiday tour booms. In July of the same year, he submitted to the National Tourism Administration the Information System for Warning, Monitoring and Management of China's Tourism Market Information by Region. Then in November, he attended the Conference on Summary of Experience in Holiday Tour Information Forecast held by the National Tourism Administration, and again submitted supplemented and amended programs. He successively published 5 articles and many of his suggestions were adopted for the national holiday tour forecast system.
- 4 By collecting and sorting out the quotations offered by British travel agencies, the head of planning innovatively studied the outbound tourism market in Britain, and published two papers in key national academic journals: Enlightenment Given by Outbound Tour Quotations of British Travel Agencies on China's Development of European Tourist Market, Economic Management Journal, 2004 (1); and Analysis of Outbound Tourism Products in the UK, Tourism Tribune, Issue 2, 2005.
- 5 In recent years, Prof Lin has won 3 prizes of excellent social science achievements at provincial or municipal level.
- 6 The book, Scientifcity in Historic Cognition (published by Science Press in December 2008), which is the outcome of more than twenty-year's efforts by Prof Lin, is widely acclaimed. The book review titled "Useful Exploration about the Scientifcity in Historic Cognition", published on Theory Weekly of Guangming Daily on April 14, 2009, spoke highly of this book. The book also won the second prize of the 8th Excellent Social Science Achievements of Fujian Province in 2009.



## 12.3 Quantity Surveyor's Report



**福建省驿涛建设技术开发有限公司**  
Fujian YiTao Construction Technology Development Co., Ltd.

**A REPORT ON THE QUANTITY SURVEY CONDUCTED  
TO ESTIMATE THE TOTAL BUDGETARY INVESTMENT REQUIRED  
FOR THE LAND AND CONSTRUCTION COSTS  
OF WUSHI MAZU CITY**



## SECTION 1

## Project Details

Client:	ZHANGPU WUSHI MAZU CITY DEVELOPMENT CO.,LTD.
Name of Project:	WUSHI MAZU CITY
Audit Price:	RMB 3,324,100,000
Licensed Quantity Surveyor:	FUJIAN PROVINCE YITAO CONSTRUCTION & TECHNOLOGY DEVELOPMENT CO.,LTD
Surveyor preparing report:	QIAO JIANJUN
Date of Quantity Survey:	12/01/2012
Date of Report :	14/08/2015

## SECTION 2

## Background

We have been requested to review the material relating to the development of Wushi Mazu City in the Wushi District of Zhangpu County in Fujian Province, China. The purpose of the review is to provide a reliable estimate of the full cost of developing the project, from the acquisition of the existing land and facilities through to the full development of the project as currently designed.

The request is made by Zhangpu Wushi Mazu City Development Co.,Ltd., a wholly owned subsidiary of Mazu Alliance Limited, an Australian Public Company listed on the Australian Securities Exchange.

For the purpose of this commission, we have been provided with all requested project materials including all existing contracts, survey reports, maps, master plans, project schematics, elevations, color visuals, specifications, schedules and architectural material selection lists. We have also been provided with unfettered access to all personnel involved in the project as and when required.

## SECTION 3

## Methodology

We set out herein a summary of the process adopted to estimate the required investment. The calculations are based on the relevant information extracted from the detailed planning of the project by determining proper estimates of the respective quantities of required inputs, and applying the applicable market price based on normal commercial market pricing applicable to a development of this scale.

The project investment calculations have been carried out by the division of the development into four major projects:

1. Investment in municipal infrastructure
2. Investment in social welfare
3. Investment in the Mazu Cultural Center
4. Investment in commercial tourism support facilities.



## 12.3 Quantity Surveyor's Report *continued*

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### SECTION 4

#### Summary of Budgetary Investment

1	Municipal infrastructure investment		Refer to SECTION 5
	Item	Investment (RMB)	Remarks
1.1	Municipal road projects and pipeline investment	45,610,000	All roads and engineering pipelines in the region
1.2	Site preparation	16,000,000	About 800,000 m <sup>3</sup> of fill is required
1.3	Fencing project	2,080,000	The length of the fence is 6.828 km
1.4	Land acquisition costs	610,560,000	Including bid, auction and land acquisition costs
1.5	Management costs	60,000,000	Design, supervision and geological survey
	<b>TOTAL</b>	<b>734,250,000</b>	
2	Social welfare investment		Refer to SECTION 6
	Item	Investment (RMB)	Remarks
2.1	Mazu temple surrounds & Project management office	77,350,000	Detailed as per building specification documents
2.2	Axis of Mazu Culture	140,900,000	
2.3	Song-style city gate and Parking	48,700,000	
2.4	Landscaping of Mazu Cultural Park	488,400,000	
	<b>TOTAL</b>	<b>755,350,000</b>	
3	Mazu Cultural Center		Refer to SECTION 7
	Item	Investment (RMB)	Remarks
3.1	Taoist Cultural Hall	220,000,000	
3.2	Buddhist Cultural Hall	106,000,000	
3.3	Confucianism Cultural Hall	128,000,000	
3.4	Experience Zone for Mazu Belief	108,000,000	
3.5	Ecological farm construction project	180,000,000	
	<b>TOTAL</b>	<b>742,000,000</b>	
4	Commercial tourism support facilities		Refer to SECTION 8
	Item	Investment (RMB)	Remarks
4.1	Commercial street in Song style	52,500,000	
4.2	Hotel and tavern in Song style	120,000,000	
4.3	Comprehensive commercial and residential zones	920,000,000	
	<b>TOTAL</b>	<b>1,092,500,000</b>	
	<b>PROJECT TOTAL</b>	<b>3,324,100,000</b>	





## SECTION 5

## Municipal Infrastructure Investment

**Municipal infrastructure investment (RMB 734,250,000)** is comprised of:

1. Municipal road projects and pipeline investment (RMB 45,610,000)
2. Site preparation (RMB 16,000,000)
3. Fencing project (RMB 2,080,000)
4. Land acquisition costs (RMB 610,560,000)
5. Management costs (RMB 60,000,000).

Details of each calculation are set out below.

### 1. Municipal Road Projects and Pipeline Investment (RMB 45,610,000)

Road Category	Width of the Road (meters)	Length of the Road (meters)	Road Area (square meters)
Main Road	36	104	3,741
	15	3,128	46,920
	12	5,709	68,508
	8	7,087	56,680
Secondary Roads	6	3,473	22,458
Total		19,501	198,307
Total		19.501 km (kilometers)	19.8307 ha (hectares)

Unit price (RMB)	Per m <sup>2</sup>	230
<b>Total price (RMB)</b>		<b>45,610,610</b>

### 2. Site preparation (RMB 16,000,000)

The site needs to be prepared in accordance with the regulatory plans and site elevations.

Site preparation earthworks, slope protection, retaining walls, and other protection works to the environs require the introduction of sand fill and stone to the development site. Allowing a transportation distance of 3 kilometers from the development locale, the unit price per cubic meter of earth and stone for fill and retaining walls is RMB 20.00/m<sup>3</sup>.

At present, the average height of the Axis of Mazu Culture Zone and the Comprehensive Commercial and Residential Zone is 5 meters, whilst the average height of the provincial road is 7 meters (which is 2 meters higher than the former). According to our estimation, the project needs 800,000 m<sup>3</sup> earth and stone to fill it to the required elevation. The anticipated cost of these site preparation works is RMB 16,000,000.

### 3. Fencing Project (RMB 2,080,000)

To secure the development site and prevent interruption with planning and construction, you will need to construct a surrounding security fence with a pathway for 24 hour mobile patrols. The fencing details are as follows:



## 12.3 Quantity Surveyor's Report *continued*

4

Fencing	
Fencing dimensions	
Height	3.05 meters
Length	6,828 metres
<b>TOTAL AREA</b>	<b>20,825 square meters</b>
Fencing cost	
Fencing cost	RMB 70 per square meter
Foundation and civil works	RMB 30 per square meter
<b>TOTAL COST</b>	<b>RMB 2,080,000</b>

### 4. Land Acquisition Costs (RMB 610,560,000)

The development requires the following land:

- (i) Commercial land acquired pursuant to a government auction process
- (ii) Agricultural land acquired pursuant to a government expropriation process.

The cost of this land per mu is set out below:

Land cost per mu	
Commercial land	(RMB)
Land acquisition cost per mu	300,000
<b>TOTAL COST OF COMMERCIAL LAND PER MU</b>	<b>300,000</b>
Agricultural land	(RMB)
Land acquisition cost per mu	40,000
Service charges per mu	50,000
Guarantee fund for unemployed farmers	30,000
<b>TOTAL COST PER MU</b>	<b>120,000</b>

**Note:** The above data has been derived from consultation with the local government.



The total land demand for the development and its cost is set out below:

Details of Land	Quantity (Mu)	Unit Price (RMB)	Total Amount (RMB)
<b>Land acquisition by auction process</b>			
Comprehensive Commercial and Residential Zone	326	300,000	97,800,000
Commercial Street in Song Style	52	300,000	15,600,000
Hotel and tavern in Song Style	100	300,000	30,000,000
<b>TOTAL LAND ACQUISITIONS BY AUCTION</b>	<b>478</b>		<b>143,400,000</b>
<b>Land acquisition by expropriation process</b>			
Planning land	137	120,000	16,440,000
Cultural Zone for Mazu Folk Beliefs and Customs	290	120,000	34,800,000
Project management office	50	120,000	6,000,000
Taoist Cultural Hall	560	120,000	67,200,000
Buddhist Cultural Hall	266	120,000	31,920,000
Confucianism Cultural Hall	318	120,000	38,160,000
Experience Zone for Mazu Belief	271	120,000	32,520,000
Ecological farm construction project	460	120,000	55,200,000
Worship Zone for Mazu Culture	1,531	120,000	183,720,000
Administration Cost			1,200,000
<b>TOTAL LAND ACQUISITIONS BY EXPROPRIATION</b>	<b>3,883</b>		<b>467,160,000</b>
<b>TOTAL LAND ACQUISITIONS</b>	<b>4,361</b>		<b>610,560,000</b>

#### 5. Management Costs (RMB 60,000,000)

The Management Costs are estimated to be 10% of the land acquisition costs and for the purposes of this report, are estimated to be RMB 60,000,000.

### SECTION 6

#### Social Welfare Investment

Social welfare investment (RMB 755,350,000) is comprised of:

1. Mazu temple precinct & Project management office (RMB 77,350,000)
2. Axis of Mazu Culture (RMB 140,900,000)
3. Song-style city gate and Parking (RMB 48,700,000)
4. Landscaping of Mazu Cultural Park (RMB 488,400,000)

Details of each calculation are set out below.



## 12.3 Quantity Surveyor's Report *continued*

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### 1. Mazu temple precinct & Project management office (RMB 77,350,000)

Item	Scale (square meters)	Unit Price (RMB)	Cost (RMB)
Main temple, side temples and plaza	3,500	3,500	12,250,000
Ziwei Pavilion	200	4,500	900,000
God of Wealth Temple	200	4,500	900,000
Jupiter Temple	200	4,500	900,000
Wenchang Temple	200	4,500	900,000
Mountain Gate Temple and Plaza	3,000	1,500	4,500,000
Project management office	19,000	3,000	57,000,000
<b>Total price (RMB)</b>			<b>77,350,000</b>

### 2. Axis of Mazu Culture (RMB 140,900,000)

Item	Scale (square meters)	Unit Price (RMB)	Cost (RMB)
Mazu Eight God Column			1,600,000
Mazu Prayer Altar and 18 Pavilion Gallery	17,000	3,000	51,000,000
Mazu Avenue of 24 Godly Divisions	2,000	3,500	7,000,000
Sun and Moon Pool	60,000	600	36,000,000
Large-scale Performance Square	37,000	1,000	37,000,000
Tourist Center Plaza	8,000	600	4,800,000
Bridge for Witnessing God	500	1,000	500,000
Gates	1,000	3,000	3,000,000
<b>Total price (RMB)</b>			<b>140,900,000</b>

### 3. Song-style City Gate and Parking (RMB 48,700,000)

Item	Scale (square meters)	Unit Price (RMB)	Cost (RMB)
Large-scale Parking	70,000	400	28,000,000
Song-style City Gate	4,600	4,500	20,700,000
<b>Total price (RMB)</b>			<b>48,700,000</b>

### 4. Landscaping of Mazu Cultural Park (RMB 488,400,000)

Item	Scale (square meters)	Unit Price (RMB)	Cost (RMB)
Cultural Park landscape project	1,012,000	450	455,400,000
Sky ladder and front plaza	2,400	2,000	4,800,000
Three-faced and three-bodied statue of Mazu	5,000	5,000	25,000,000
Peak visitor hall	800	4,000	3,200,000
<b>Total price (RMB)</b>			<b>488,400,000</b>





## SECTION 7

## Commercial Tourism Support Facilities

**Mazu Cultural Center investment (RMB 742,000,000)** is comprised of:

1. Investment in Taoist Cultural Hall (RMB 220,000,000)
2. Investment in Buddhist Cultural Hall (RMB 106,000,000)
3. Investment in Confucianism Cultural Hall (RMB 128,000,000)
4. Investment in Experience Zone for Mazu Belief (RMB 108,000,000)
5. Investment in Ecological farm construction project (RMB 180,000,000)

Details of each calculation are set out below.

**Mazu Cultural Center (RMB 742,000,000)**

Description	Scale (square meters)	Unit Price (RMB)	Cost (RMB)
Taoist Cultural Hall	110,000	2,000	220,000,000
Buddhist Cultural Hall	53,000	2,000	106,000,000
Confucianism Cultural Hall	64,000	2,000	128,000,000
Experience Zone for Mazu Belief	54,000	2,000	108,000,000
Ecological farm construction project	90,000	2,000	180,000,000
<b>Total price (RMB)</b>			<b>742,000,000</b>

## SECTION 8

## Commercial Tourism Support Facilities

**Commercial tourism support facilities (RMB 1,092,500,000)** are comprised of:

1. Commercial street in Song style (RMB 52,500,000)
2. Hotel and tavern in Song style (RMB 120,000,000)
3. Comprehensive commercial and residential zones (RMB 920,000,000)

Details of each calculation are set out below.

**Commercial tourism support facilities (RMB 1,092,500,000)**

Description	Scale (square meters)	Unit Price (RMB)	Cost (RMB)
Commercial street in Song style	21,000	2,500	52,500,000
Hotel and tavern in Song style	40,000	3,000	120,000,000
Comprehensive commercial and residential zones	400,000	2,300	920,000,000
<b>Total price (RMB)</b>			<b>1,092,500,000</b>



## 12.3 Quantity Surveyor's Report *continued*

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### SECTION 9

#### Current and Post-Survey Events

##### Events subsequent to survey

The Client originally issued instructions for this report to FUJIAN PROVINCE YITAO CONSTRUCTION & TECHNOLOGY DEVELOPMENT CO.,LTD in November 2011 and the survey was completed on 12 January 2012.

The report is issued as at 14 November 2014 and we annotate the following developments that have occurred since the date of completion of the quantity survey that was conducted to estimate the total budgetary investment required for the land and construction costs of Wushi Mazu City. This information should be read in conjunction with the notes set out in SECTION 10 of this report.

##### Land purchased

The land referenced in SECTION 5 Subsection 4 (Land acquisition costs) has been acquired by the Client's group of companies.

##### Government assumed liability for public infrastructure

By agreement with the local government, works set out in SECTION 5 Subsection 1 (Municipal road projects and pipeline investment) will now be performed by the government at the government's own cost.

Work on this infrastructure was commenced by the Client and is now being assumed by the government.

##### Some building works commenced

The Client has completed the works set out in SECTION 6 Subsection 1 (Project management office).

The Client has commenced some of the temple building works. Two further temples are currently under construction.

##### Inflation

The costings were calculated in January 2012. Since that date, there has been an increase in consumer prices in China due to inflation. According to the National Bureau of Statistics of China, inflation in China since that time has been as follows:

Year	INFLATION (Non-Food)	INFLATION (Non-Food)
	Year-on-year	Compounded since Jan 2012
2012 (December)	1.70%	1.70%
2013 (December)	1.60%	3.33%
2014 (October)	1.50%	4.88%

As such, an additional allowance of 4.88% should be applied to costings set out above in this report.

##### Budget compliance

All works performed to date by the Client have been performed within the budgeted costings.



### Adjustments to original costings

Other than an allowance for inflation as set out above and deduction for works already completed and paid for by the Client, there is no reason to make any further adjustments to the costings contained within this report.

## SECTION 10

### General

#### 1. Purpose of Report

This report is only suitable for the purpose of inclusion in the prospectus to be issued by the Client and or their related companies, and may not be suitable for use for any other purpose.

#### 2. Financial Advice

This report does not constitute financial advice. We are not the holders of, nor operating under an Australian financial services licence. The opinions given in this report are opinions on matters other than financial products and are in no way intended to be advice on financial products including any financial products that may be offered under the prospectus in which this report is included.

#### 3. Consent

We have consented to the inclusion of this report in a prospectus in the form and context in which it is included.

#### 4. Independence

This report was commissioned by the Client for the purposes of inclusion in a prospectus for the raising of capital to be lodged with the Australian Securities and Investments Commission by the Client's related corporation, Mazu Alliance Limited, a public company incorporated in Australia and listed on the Australian Securities Exchange. There are no relationships with either of Mazu Alliance Limited or Zhangpu Wushi Mazu City Development Co.,Ltd. or individual entities associated with those companies, other than acting as an independent expert for the purposes of this report. The fee to be received for the preparation of this report is RMB 10,000 and is based on the time spent at normal professional rates plus out of pocket expenses. The fee is payable regardless of the outcome. No other commission or benefit is payable to us. Neither we nor any of our officeholders hold any securities in either the Client or Mazu Alliance Limited or any other related company.



### 12.3 Quantity Surveyor's Report *continued*

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## SECTION 11

## Qualifications

Attached are certificates of registration and qualification of FUJIAN PROVINCE YITAO CONSTRUCTION & TECHNOLOGY DEVELOPMENT CO.,LTD. with English annotations.

## Business License for an Enterprise



## Certificate (Class A) for Project Cost Consultancy Enterprises







Qualification Certificate for Construction Enterprises



Qualification Certificate for Tendering & Bidding Agency



Certificate (Grade A) for Government Procurement Intermediary



## 12.3 Quantity Surveyor's Report *continued*

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### SECTION 12

#### Experience

##### Quantity Survey and Costing Experience

The Bidding Agency & Construction Cost Consultancy business of FUJIAN PROVINCE YITAO CONSTRUCTION & TECHNOLOGY DEVELOPMENT CO.,LTD has performed the following work in Fujian Province:

##### In Xiamen City

In Xiamen City, more than 50 projects mainly including schools, hospitals, office buildings, village renovations, road projects and other commercial developments. 90% of the projects have been completed, and the others are still in progress. By 2012, the total scale of projects in Xiamen was approximately RMB 500,000,000.

##### In Quanzhou City

In Quanzhou City, more than 125 projects mainly including bridges, commercial buildings, schools, roads, parks, green belts, a post office, a theatre, a food market, an athletic track, villas and landscaping projects. 90% of the projects have been completed, and the others are still in progress. By 2012, the total scale of projects in Quanzhou was approximately RMB 5,500,000,000.



**QIAO JIANJUN**

**Senior Economist**

Accreditation Certificate Number: 01350003553

Issued by: Ministry of Housing and Urban-Rural Development of the People's Republic of China



## 12.4 Lawyer's Report



福建知圓律師事務所  
FUJIAN ZHIYUAN LAW OFFICE

### LAWYER'S REPORT

I, Yumu Chen, am a duly qualified lawyer practicing in the People's Republic of China in the full-time employ of FUJIAN ZHIYUAN LAW OFFICE. My Lawyer's License No. is 13042006115021. I am commissioned by Mazu Alliance Limited ACN 077 226 183, a company incorporated in the Commonwealth of Australia and listed on the Australian Securities Exchange, to issue legal opinions on the following three matters:

I. The land ownership of the "Wushi Mazu City Project" located in Wushi, Zhangpu County, Fujian Province, People's Republic of China, and the rights of land use entitled to Zhangpu Wushi Mazu City Development Co., Ltd (the "Company"), as both are regarded as the land for the development of the Wushi Mazu City Project (the "Land").

II. What permission documents (Licenses) are granted by the government to Zhangpu Wushi Mazu City Development Co., Ltd. for its operation of temples on the Land? What other licenses are required for further development of the temple complex?

III. Will any transfer of shares by the former shareholders of Zhangpu Wushi Mazu City Development Co., Ltd to Mazu Alliance Limited (an Australian Company) affect the entitlement of use of the Land by Zhangpu Wushi Mazu City Development Co., Ltd., and the validity of any permission, license, and rights?

I hereinafter issue legal opinions on the three above-mentioned matters:

#### I. Land Ownership

The Land is located in Wushi District, Wujiang Village, Jiu Town, Zhangpu County, Zhangzhou City, Fujian Province, People's Republic of China. The south boundary line is 201 Provincial Road, the north boundary line is Houlong Village, the west boundary line is Fu Mountain, and the east boundary line is Wujiang Brook.

The currently established temple and the surrounding land of 290.7 hectares in size are both part of the land for construction use by Zhangpu Wushi Mazu City Development Co., Ltd., which has already obtained official documents (or official and written reply to official documents from a subordinate body) and agreements as below (the "Official Documents"), on the development of the Land:

1. <Conference Notes on Accelerating the Development of Wushi Mazu City Tourism Project>, Summary of Zhangpu County People's Government's Special Conference [2011] issue no. 28, dated May 24<sup>th</sup>, 2011.
2. <Notes on the Planning of Wushi Mazu City Project> and the Overall Planning Illustration of Land Use in Zhangpu County (2006-2020), by Planning and Farmland





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Protection Department of Zhangpu County Land Resources Bureau, dated May 27<sup>th</sup>, 2011.

3. <Notes on the Planning of Land Use of Wushi Mazu City, Phase one> and Overall Planning Illustration on Land Use of the Old Town (2006-2020) by Zhangpu County Land Resources Bureau, dated August 12<sup>th</sup>, 2011.

4. <Approval on the Phase One Project of Zhangpu Wushi Mazu City Tourism Precinct by Zhangpu Wushi Mazu City Development Co., Ltd.> by Zhangpu Country Development and Reform Bureau [2011] Issue no. 280, dated August 22<sup>nd</sup>, 2011.

5. <Measured Drawing of Main Temple Area in Red Line> by Zhangpu County Tourism Management Committee and Fujian Suosida Land Planning Advisory Co., Ltd.

6. <Red Lined Illustration of Land Use of Zhangpu Wushi Mazu City>, <Overall Layout of Wushi Mazu City>, and <Existing Land Scoped in Red Line and Current Asset Status Illustration on Wushi Mazu Temple Area>

7. <Development and Construction Contract for the Project of Zhangpu Wushi Mazu City Tourism Precinct>, signed by GREEN X GLOBAL LIMITED (the former name of Mazu Alliance Limited) and Zhangpu County People's Government, dated December 29<sup>th</sup>, 2010.

The rights for Zhangpu Wushi Mazu City Development Co., Ltd. to use and legally occupy the Land were acquired by the Company upon the date of execution of the contract set out in item 7 above, which was December 29<sup>th</sup>, 2010. Although I am advised by Mazu Alliance Limited that the acquisition of the rights for Zhangpu Wushi Mazu City Development Co., Ltd. to use and legally occupy the Land are treated as occurring from November 7<sup>th</sup>, 2011, being the date on which regulatory and compliance completion steps were finalised in Australia, under Chinese law, the rights commence from the date the contract was signed, being December 29<sup>th</sup>, 2010.

According to relevant Chinese law, the term for commercial land use is 40 years, and 70 years for residential land use. As such, the rights for the Company to legally occupy and develop the commercial land are until December 28<sup>th</sup>, 2050, and the rights for the Company to legally occupy and develop the residential land are until December 28<sup>th</sup>, 2080.

The Company is able to develop the Land according to the project planning of the Company provided such development is in accordance with the Official Documents. The Company advises that it proposes to use the Land to develop Wushi Mazu City into a significant tourism site for religious and cultural pilgrimage, featuring Mazu and other temples, 3,600 private shrines, a Mazu cultural center including Buddhist and Taoist facilities, extensively landscaped





## 12.4 Lawyer's Report *continued*



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grounds and gardens featuring religiously and culturally significant monuments, tourist facilities such as accommodation and a tavern, a commercial street, a comprehensive commercial zone and a residential zone, and a mountain top statue, together with all supporting infrastructure.

The Company has all required planning approvals for the development of Wushi Mazu City. Construction of certain elements of the project has commenced under the relevant Chinese laws. The Company will be required to obtain construction permits from the local council for future stages for which it holds planning approval but does not currently hold such construction permits. These permits are required before construction of these future stages can commence. The following construction permits will be required:

	Type of construction permit	Company's anticipated permit application date	Company's prospects of obtaining the required permit
(i)	Construction zone permit	April 2016	See note below *
(ii)	Building permit for new works	July 2016	See note below *
(iii)	Building permit for alterations and additions	July 2016	See note below *
(iv)	Approval for temporary structures	September 2016	See note below **
(v)	Construction equipment permits (Scaffolding, crane and lift permits)	September 2016	See note below **
(vi)	Mandatory building inspections (Building, fire and engineering inspections)	As the progress of the construction requires	See note below **
(vii)	Completion certificate	Upon completion of each building	See note below **
(viii)	Occupancy permits	Upon completion of each building	See note below **

\* The approval of this permit is certain due to the government's obligation under the Development and Construction Contract for the Project of Zhangpu Wushi Mazu City Tourism Precinct.

\*\* This is a routine application for normal construction processes. There is no reason why the permit would not be approved provided that there is compliance with the regulatory requirements in relation to the application.



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The Company is required to obtain normal business operational permits for the various commercial facilities constructed at Wushi Mazu City. These permits are required before the applicable facility operates. The required permits are as follows:

	Type of operational permit	Company's anticipated permit application date	Company's prospects of obtaining the required permit
(i)	Registration as a wholly owned foreign enterprise.	This permit is already held.	This permit is already held.
(ii)	Business license	This permit is already held.	This permit is already held.
(iii)	Any specialty business approvals, such as hotel licenses	As the progress of the project requires	The company could expect to secure these permits if the facilities are in compliance with other relevant regulations.

According to the Development and Construction Contract of Zhangpu Wushi Mazu City Tourism District Project between Zhangpu County People's Government ("Party A") and Mazu Alliance Limited (formerly Green X Global Limited) ("Party B") dated December 29<sup>th</sup>, 2010 ("the Contract"), both parties agreed as follows:

### 1. Clause 3 of the Contract

#### (v) Investment Scale:

The total proposed investment amount is about RMB 2.8 billion, the total area is about 4,988 mu (the actual area and the actual amount of investment are subject to the red line diagram and the actual amount of investment required).

This clause of the Contract states that the total area for project is subject to the Clause 19(1)(2)-Red line diagram and the Planning Layout. Clause 19 of the Contract is expressed to include all attachments of the Contract.

### 2. Clause 7 of the Contract

The formalities of the scope of land and the project land for development and construction:

(vi) The management limits of investment, development and construction for Party B are stipulated to be as follows: the tenure of use for commercial land is 40 years, and the tenure of use for the residential land is 70 years.

(v) According to the supporting demands on Party B of investment, development, construction and management as per clause 7(4) of the Contract, Party A



## 12.4 Lawyer's Report *continued*



### 福建知源律师事务所 FUJIAN ZHIYUAN LAW OFFICE

agrees that Party B has the 70 year management rights and the income rights of Zhangzhou Wushi Mazu Temple from the date of execution of the Contract. (If the 70 year term is in conflict with the national laws and regulations, the national laws and regulations shall prevail. I note that the Contract is not in conflict with the national laws in any event.) The period can be extended after expiry, and the details can be entered into a separate ancillary agreement between the parties.

This clause states that Party B has the management and income rights of this land.

3. Clause 19(1)(2) of the contract defines the scope and coordinates of the Land and the indicators of planning construction for the project. It is clear that the rights to use the Land conferred upon Party B and receive the income from it apply to the whole of the Land defined in the Contract.

Accordingly, I believe Zhangpu Wushi Mazu City Development Co., Ltd. is entitled to further legally occupy and develop the temple complex and the Land until the dates set out above (December 28<sup>th</sup>, 2050 for commercial land, December 28<sup>th</sup>, 2080 for residential land) and for the stated purposes. This opinion is formed after considering the referenced documentation and the relevant Chinese laws and regulations as follows:

- A. Contract Law of The People's Republic of China
- B. Urban and Rural Planning Law of the People's Republic of China
- C. Land Administration Law of the People's Republic of China
- D. Environmental Protection Law of the People's Republic of China
- E. Law of the People's Republic of China on the Contracting of Rural Land
- F. Tourism Law of the People's Republic of China
- G. Regulations on the Administration of Sites for Religious Activities

#### II. Licenses

Zhangpu Wushi Mazu City Development Co., Ltd. owns certificates and licenses on the Land as below:

- A. Files (Official Documents) regarding the incorporation of Zhangpu Wushi Mazu City Development Co., Ltd.





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1. <Zhangzhou Popular Belief Practice Site Registration Certificate>, issued by Zhangpu County Ethnic and Religious Affairs Bureau (Issue no. 006), dated July 17<sup>th</sup>, 2009.
2. <Approval Certificate of Foreign Invested Enterprise in People's Republic of China>, issued by Fujian Province People's Government in 2010 (Issue no. 0109).
3. <Business Entity License>, issued by Zhangpu County Industrial & Commercial Administration Bureau, dated June 25<sup>th</sup>, 2010.
4. <The People's Republic of China Organization Code Certificate>, issued by Zhangpu County Quality and Technical Supervision Bureau, dated July 12<sup>th</sup>, 2010.
5. <Tax Registration Certificate>, issued by State Administration of Taxation in Fujian Province Zhangpu County and Fujian Province Zhangpu County Local Taxation Bureau, dated July 14<sup>th</sup>, 2010.
6. <Permit to Opening of Bank Account> (Approval no. J3993000235402; serial no. 3910-00511928), issued by People's Bank of China Zhangpu County sub-branch.
7. <Foreign Exchange Registration Certificate> (No. 00225301), issued by the State Administration of Foreign Exchange.

B. Certificates and Licenses obtained by Zhangpu Wushi Mazu City Development Co., Ltd. on development of the Land are:

1. <Conference Notes on Accelerating the Development of Wushi Mazu City Tourism Project>, Summary of Zhangpu County People's Government's Special Conference [2011] issue no. 28, dated May 24<sup>th</sup>, 2011.
2. <Notes on the Planning of Wushi Mazu City Project> and the Overall Planning Illustration of Land Use in Zhangpu County (2006-2020), by Planning and Farmland Protection Department of Zhangpu County Land Resources Bureau, dated May 27<sup>th</sup>, 2011.
3. <Notes on the Planning of Land Use of Wushi Mazu City, Phase one> and Overall Planning Illustration on Land Use of the Old Town (2006-2020) by Zhangpu County Land Resources Bureau, dated August 12<sup>th</sup>, 2011.
4. <Approval on the Phase One Project of Zhangpu Wushi Mazu City Tourism Precinct by Zhangpu Wushi Mazu City Development Co., Ltd.> by Zhangpu Country



## 12.4 Lawyer's Report *continued*



### 福建知圆律师事务所 FUJIAN ZHIYUAN LAW OFFICE

Development and Reform Bureau [2011] Issue no. 280, dated August 22<sup>nd</sup>, 2011.

5. <Measured Drawing of Main Temple Area in Red Line> by Zhangpu County Tourism Management Committee and Fujian Suosida Land Planning Advisory Co., Ltd.

6. <Red Lined Illustration of Land Use of Zhangpu Wushi Mazu City>, <Overall Layout of Wushi Mazu City>, and <Existing Land Scoped in Red Line and Current Asset Status Illustration on Wushi Mazu Main Temple Area>.

7. <Development and Construction Contract for the Project of Zhangpu Wushi Mazu City Tourism Precinct>, signed by GREEN X GLOBAL LIMITED (now Mazu Alliance Limited) and Zhangpu County People's Government, dated December 29<sup>th</sup>, 2010.

I believe Zhangpu Wushi Mazu City Development Co., Ltd. possesses the legally required certificates and licenses to operate the temple complex on the Land; meanwhile, Zhangpu Wushi Mazu City Development Co., Ltd. will need to apply for the further permits required for the operation of various commercial facilities in accordance with the progress of such development as set out in Section I above.

This opinion is formed after considering the relevant Chinese laws and regulations as follows:

- A. Contract Law of The People's Republic of China
- B. Urban and Rural Planning Law of the People's Republic of China
- C. Land Administration Law of the People's Republic of China
- D. Environmental Protection Law of the People's Republic of China
- E. Law of the People's Republic of China on the Contracting of Rural Land
- F. Tourism Law of the People's Republic of China
- G. Regulations on the Administration of Sites for Religious Activities

#### **III. Transfer of Shares**

I believe the transfer of shares by the shareholders from Zhangpu Wushi Mazu City Development Co., Ltd. to Mazu Alliance Limited does not adversely affect the ownership of the Land or the rights associated with the development of the Land.

This opinion is formed after considering the relevant Chinese laws and regulations as follows:







## 福建知圓律師事務所 FUJIAN ZHIYUAN LAW OFFICE

- A. Contract Law of The People's Republic of China
- B. Urban and Rural Planning Law of the People's Republic of China
- C. Land Administration Law of the People's Republic of China
- D. Environmental Protection Law of the People's Republic of China
- E. Law of the People's Republic of China on the Contracting of Rural Land
- F. Tourism Law of the People's Republic of China
- G. Regulations on the Administration of Sites for Religious Activities

### Independence

This report was commissioned by Mazu Alliance Limited for the purposes of inclusion in a Prospectus for the raising of capital to be lodged with the Australian Securities and Investments Commission. There are no relationships with either of Mazu Alliance Limited or Zhangzhou Wushi Tourism Development Co. or individual entities associated with those companies, other than acting as an independent lawyer for the purposes of this report, which would affect my ability to provide an independent opinion. The fee to be received for the preparation of this report is RMB 10,000 and is based on the time spent at normal professional rates plus out of pocket expenses. The fee is payable regardless of the outcome. I do not hold any securities in Mazu Alliance Limited or Zhangzhou Wushi Tourism Development Co. I have consented to the inclusion of this report in the Prospectus referred to above.

### Financial Advice Disclaimer

This report does not constitute financial advice. I am not the holder of, nor operating under an Australian financial services licence. The opinions given in this report are opinions on matters other than financial products and are in no way intended to be advice on financial products including any financial products that may be offered under the Prospectus in which this report is included.



FUJIAN ZHIYUAN LAW OFFICE

中國福建知圓律師事務所  
ZHIYUAN LAW OFFICE, FUJIAN, CHINA  
陳裕日  
律師 LAWYER

Yumu CHEN

AUGUST 12<sup>th</sup> 2015



## 12.5 Investigating Accountant's Report

Level 6, 350 Kent Street  
Sydney NSW 2000  
87-89 Lyons Road  
Drummoynes NSW 2047

**KS Black & Co**

Chartered Accountants  
ABN: 57 446 398 808

20 Grose Street  
North Parramatta NSW 2151  
PO Box 2210  
Parramatta NSW 1750

24 August 2015

The Directors  
Mazu Alliance Limited  
Level 36, Governor Phillip Tower  
1 Farrer Place  
SYDNEY NSW 2000

Dear Board Members,

### INVESTIGATING ACCOUNTANT'S REPORT ON PRO-FORMA STATEMENTS OF FINANCIAL POSITION

#### 1. INTRODUCTION

In accordance with your request, this Investigating Accountant's Report (**Report**) on the pro-forma financial information of Mazu Alliance Limited has been prepared for inclusion in a Prospectus to be dated on or about 24 August 2015 in connection with the proposed issue of a minimum subscription of 1,800,000 shares at \$2.25 each to raise \$4,050,000, full subscription of 2,000,000 shares at \$2.25 each to raise \$4,500,000, and with maximum over subscription, an issue of 4,000,000 shares at \$2.25 each to raise \$9,000,000 on the Australian Securities Exchange.

The expressions defined in the Glossary of the Prospectus have the same meaning in this Report.

#### 2. SCOPE

You have engaged K.S. Black & Co to prepare a report on the pro-forma statement of financial position of Mazu Alliance Limited which assumes completion of the contemplated transactions (**Pro-Forma Transactions**) disclosed in the Financial Information Section of the Prospectus (**Pro-Forma Statements of Financial Position**).

The Pro-Forma Statements of Financial Position in the Prospectus are presented in an abbreviated form insofar as they do not include all of the disclosures required by Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act 2001.

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Pro-Forma Statements of Financial Position to which it relates, for any purpose other than that for which it was prepared.

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### **Review of Pro-Forma Statements of Financial Position**

Our review of the best-estimate assumptions underlying Mazu Alliance Limited's Pro-Forma Statements of Financial Position was conducted in accordance with Australian Auditing and Assurance Standards.

The Directors of Mazu Alliance Limited are responsible for the preparation and presentation of the Pro-Forma Statements of Financial Position, including the determination of the best-estimate assumptions, which include the Pro-Forma Transactions, on which it is based.

The Pro-Forma Statements of Financial Position are based on Mazu Alliance Limited's unaudited reviewed statement of financial position as at 31 December 2014 and taking into account the Pro-Forma Transactions.

Our procedures consisted primarily of enquiry and comparison and such other analytical review procedures we considered necessary. These procedures included discussion with the Directors of Mazu Alliance Limited and have been undertaken to form an opinion whether anything has come to our attention which causes us to believe that:

- the Pro-Forma Transactions do not provide a reasonable basis for the preparation of the Pro-Forma Statements of Financial Position and;
- in all material respects the Pro-Forma Statements of Financial Position are not properly prepared on the basis of the measurement principles prescribed in Australian Accounting Standards including Australian Accounting Interpretations and accounting policies of Mazu Alliance Limited disclosed in the Financial Information Section of the Prospectus.

The Pro-Forma Statements of Financial Position have been prepared by Mazu Alliance Limited to provide investors with a guide to Mazu Alliance Limited's potential future financial performance based upon the achievement of certain economic, operating, development and trading assumptions about future events and actions that have not yet occurred and may not necessarily occur.

There is a considerable degree of subjective judgment involved in the preparation of the Pro-Forma Statements of Financial Position. Actual results may vary materially from the Pro-Forma Transactions and the variation may be materially positive or negative. Accordingly, investors should have regard to the investment risks set out in the Risk Factors Section of the Prospectus.

Our review of the Pro-Forma Statements of Financial Position that is based on best-estimate assumptions is substantially less in scope than an audit examination conducted in accordance with Australian Auditing and Assurance Standards. A review of this nature provides less assurance than an audit. We have not performed an audit and we do not express an audit opinion on the Pro-Forma Statements of Financial Position included in the Prospectus.

### **3. REVIEW STATEMENT ON THE PRO-FORMA STATEMENTS OF FINANCIAL POSITION**

Based on our review of the Pro-Forma Statements of Financial Position, which is not an audit, and based on an investigation of the reasonableness of Mazu Alliance Limited's best-estimate assumptions giving rise to the Pro-Forma Statements of Financial Position, nothing has come to our attention that causes us to believe that:

- the Pro-Forma Statements of Financial Position have not been properly prepared on the basis of the Pro-Forma Transactions; and



## 12.5 Investigating Accountant's Report *continued*

- the measurement principles and accounting policies as set out in the Financial Information Section of the Prospectus do not provide reasonable grounds for the preparation of the Pro-Forma Statements of Financial Position.

The underlying assumptions are subject to significant uncertainties and contingencies often outside the control of Mazu Alliance Limited. If events do not occur as assumed, actual results achieved by Mazu Alliance Limited may vary significantly from the Pro-Forma Statements of Financial Position. Accordingly, we do not confirm or guarantee the achievement of the Pro-forma Statements of Financial Position, as future events, by their very nature, are not capable of independent substantiation.

#### 4. SUBSEQUENT EVENTS

Apart from the matters dealt with in this Report, and having regard to the scope of our Report, to the best of our knowledge and belief no material transactions or events outside the ordinary course of business have come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

#### 5. INDEPENDENCE AND DISCLOSURE OF INTERESTS

K.S. Black & Co does not have any interest in the outcome of this Offer other than the right to receive normal professional fees for the preparation of this Report and other related advice.

Except for the above, K.S. Black & Co has not received, nor will receive, any pecuniary or other benefit, whether direct or indirect, for or in connection with the making of this report.

K.S. Black & Co was not involved in the preparation of any other part of this Prospectus and did not authorise or cause the issue of any other part of the Prospectus. Accordingly, K.S. Black & Co makes no representations or warranties as to the completeness or accuracy of the information contained in any other part of the Prospectus.

K.S. Black & Co consents to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report, this consent has not been withdrawn.

#### 6. GENERAL ADVICE WARNING

This Report has been prepared, and included in the Prospectus, to provide Investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on the information contained in this report. Before acting or relying on any information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.

Yours sincerely,

**K.S. BLACK & CO**

Chartered Accountants



Sam Danieli

Partner











SECTION 13

Additional Information



*Mazu Worship and Celebrations at the existing Mazu Temple Site*





## SECTION 13

# Additional Information

## 13.1 Corporate Structure

### Registration

MZU is a company incorporated in Australia. It was incorporated on 24 January 1997. It was incorporated as Eco Air Limited and has had several changes of name. Its penultimate name was Green X Global Limited. The Company is listed on ASX, being first listed on 2 January 1998. Shares in the Company are currently suspended from trading.

### Purpose of recapitalisation

It is proposed to expand and redevelop the Temple Complex, a complex devoted to the worship of Mazu in Wujiang Village in Zhangpu County, Fujian Province in the People's Republic of China. The Temple Complex is on an area of land of approximately 290 hectares. The Temple Complex is owned by the Zhangzhou Wushi Tourism Development Co Ltd, a wholly owned subsidiary of the Company.

### Classes of shares

Only fully paid ordinary shares in the Company have been issued.

### Classes of options

The Company has issued, or proposes to issue, two classes of options:

A Class Options will be issued free to all holders of Shares at the A Class Option Record Date, which will be 2 months from the date on which the shares of MZU are re-quoted on ASX. One A Class Option will be issued for each three (3) Shares held on the A Class Option Record Date.

40,000,000 B Class Options have been issued. The exercise price of each option is \$0.20 and the expiry date is 31 December 2015.

Further details of the A Class Options and the B Class Options are set out in *SECTION 13.6* of the Prospectus. The terms of those options are set out in *SECTIONS 13.35* and *13.36*.

## 13.2 Constitution

The Company is governed by a Constitution dated 24 January 1997. A copy of that Constitution can be inspected on request. The Constitution can only be amended by a special resolution passed by at least 75% of shareholders present and voting at a general meeting of the Company. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

In order to update the Company's Constitution to take account of amendments to the Listing Rules, changes in corporation law with the enactment of the Corporations Act in 2001, and updates in corporate governance best practice, the Company proposes to adopt a new constitution. A copy of the new draft constitution (Proposed Constitution) can be inspected upon request. At the Annual General Meeting of the Company to be held on 28 April 2015, members will be asked to pass a resolution adopting the Proposed Constitution as the new constitution of the Company.

## 13.3 Shares

### Issue and cancellation

Shares may be issued by the directors, subject to the provisions of the Corporations Act, the ASX Listing Rules and the Constitution. Subject to any calls on partly paid shares, shares cannot be cancelled apart from any share buybacks and reductions of capital.

### Grant of options over unissued shares

The Directors may grant options in accordance with the Constitution, the Corporations Act and the Listing Rules. There are





currently 40,000,000 B Class Options on issue. Information about the B Class Options is set out in *SECTION 13.6*. The terms of the B Class Options are set out in *SECTION 13.36*. There are no other options on issue. It is proposed to issue A Class Options on the A Class Option Record Date. Information about the A Class Options is set out in *SECTION 13.6*. The terms of the A Class Options are set out in *SECTION 13.35*.

#### Preference shares

The Constitution of the Company provides for the issue of preference shares, subject to any requirements of the ASX Listing Rules and Corporations Act. There are currently no preference shares on issue.

#### Shareholding qualifications

There are no shareholder qualifications for directors or any other officers of the Company under the Constitution.

#### Sale of unmarketable parcels

The Company currently has no plans to acquire unmarketable parcels.

#### Variation of class rights

Only one class of shares, being ordinary shares, are currently on issue by the Company. There is no proposal for the variation of the rights attaching to those shares.

#### Shareholding statements

All shareholders are entitled to a holding statement of their shareholding on issue of shares.

#### Calls

All Shares issued by the Company are issued on a fully paid basis. Therefore there will be no calls on Shares. The Constitution of the Company provides for partly paid shares and for calls on those shares.

#### Forfeiture and lien

All Shares issued by the Company have been issued on a fully paid basis. As such, they are not subject to forfeiture or lien. The Constitution of the Company provides for liens over, and forfeiture of, partly paid shares where a call on those shares is not met.

#### Share transfers

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the ASX or the Corporations Act for the purpose of facilitating transfers in shares or by an instrument in writing in a form approved by the ASX or in any other usual form or in any form approved by the Directors. The Directors may refuse to register any transfer of Shares, other than a Proper SCH Transfer (as defined in the Corporations Act), where permitted by the Listing Rules of the ASX. The Company may not refuse to register or give effect to or delay or in any way interfere with a Proper SCH Transfer of Shares or other securities.

## 13.4 Rights Attaching to Shares

There is only one class of shares on issue in the Company being fully paid ordinary shares. The rights attaching to Shares in the Company are set out in the Constitution of the Company and, in certain circumstances, regulated by the Corporations Act, the Listing Rules of the ASX the SCH Business Rules and the general law.

The following is a summary of the principal rights of the holders of Shares:

#### General meetings

Each shareholder is entitled to receive notice of and to attend general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution of the Company, the Corporations Act or the ASX Listing Rules.

#### Voting

Every holder of Shares present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Shares who is present in person or by proxy, attorney or representative has one vote for each Share and a fraction of a vote for every partly paid share proportional to the amount paid up per partly paid share, registered in such shareholder's name on the Company's share register. A poll may be demanded by the chairperson of the meeting, by any five shareholders present in person or by proxy, attorney or representative, or by any one or more shareholders who are together entitled to not less than 5% of the total voting rights of, or paid up value of, the shares of all those shareholders having the right to vote at that meeting.





## Rights Attaching to Shares *continued*

### Liquidation rights

The Shares rank equally in the event of liquidation. Once all the liabilities of the Company are satisfied, a liquidator may, with the authority of a special resolution of shareholders, divide the whole or any part of the remaining assets of the Company between the shareholders in proportion to the paid-up value of their respective holdings. The liquidator can, with the sanction of a special resolution of the Company's shareholders, vest the whole or any part of the assets in trust for the benefit of shareholders as the liquidator thinks fit, but no shareholder of the Company can be compelled to accept any shares or other securities in respect of which there is any liability.

### ASX Listing Rules

If the Company is admitted to the Official List of the ASX, then despite anything in the Constitution of the Company, if the ASX Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision, the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

## 13.5 Dividends

Dividends are payable out of the Company's profit and are declared by the Directors. Dividends declared will be payable on the Shares at an amount per Share determined by the Directors.

### Past Dividends

The financial statements of the Company for the last six years disclose that it has paid no dividends during that period.

### Current Dividend Intentions

The Company has no expectations of the payment of a dividend in the immediate future.

### Future Dividends

In the future, dividends may be paid from profits, although it is anticipated that most, if not all income for the next few years will be expended on the further development of the Temple Complex.

If the Company is successful in obtaining its future funding requirement as set out in *SECTION 6.7*, it may not be necessary to defer distribution of profits via dividends in accordance with the Target Dividend Policy set out below.

### Target Dividend Policy

Subject to performance, Board approval and the circumstances of the Company at the time, it is the current intention of the Board to use the following Target Dividend Policy as guidance in consideration of dividends. Subscribers should note that the Board is not bound by this Target Dividend Policy, and may issue dividends at a different rate or not at all.

**Important Note:** The inclusion of a target dividend policy in no way implies that the Company will make a profit. It is simply an indication of the Company's current intentions in the event that a profit is realised.

#### During Project Development

Item	Percentage of Profit
Distributed profits	10%
Retained earnings	25%
Reinvestment	65%

#### Following Project Development

Item	Percentage of Profit
Distributed profits	35%
Retained earnings	25%
Reinvestment	40%





## 13.6 Options

The Company has issued, or proposes to issue, two classes of options:

### A Class Options

A Class options will be issued free to all holders of Shares at the A Class Option Record Date, which will be 2 months from the date on which the Shares of MZU are re-quoted on ASX. There are currently no A Class Options on issue. The full terms and conditions of the A Class Options are set out in *SECTION 13.35* of the Prospectus. In summary, the terms are:

- > Issue price – Free.
- > Exercise price – \$3.00.
- > Issue date – within one month of the A Class Option Record Date.
- > Expiry date – 11 March 2016.
- > Issued to Shareholders of the Company at the A Class Option Record Date.
- > One A Class Option will be issued for each three (3) Shares held on the A Class Option Record Date.

### B Class Options

40,000,000 B Class Options have been issued to the following parties:

Option Holder	Interest in Options
Bingkun HUANG	29,700,000 B Class Options
Gabriel EHRENFELD	10,300,000 B Class Options

The exercise price of each option is \$0.20 and the expiry date is 31 December 2015. The full terms and conditions of the B Class Options are set out in *SECTION 13.36* of the Prospectus.

## 13.7 Employee Share Option Plan

There is no employee share option plan in place.

## 13.8 Takeover Bids

There are currently no full takeover bids or proportional takeover bids for the Company. The Directors are not aware of any intention by any party to launch any takeover bid for the Company.

## 13.9 Election of Directors

Directors are elected by the shareholders of the Company at Annual General Meetings of the Company, or appointed by the Board. Directors retire in rotation as required by the Company's Constitution and the Listing Rules. Casual appointments by the Board are required to be confirmed by shareholders at the next General Meeting of the Company.

## 13.10 Deed of Indemnity, Access and Insurance

The Company has entered into a Deed of Indemnity, Access and Insurance with each Director and Officer of the Company. Under the deeds, the Company indemnifies each Director and Officer to the maximum extent permitted by law and the Constitution against all legal proceedings, damage, loss, liability, cost, charge, expense, outgoing, payment and legal fees on a solicitor/client basis suffered, paid or incurred by a Director or Officer in connection with their directorship or any other office held in the Company, or a breach by the Company of its obligations under the deeds.

In addition, the Company has agreed to endeavour to insure the Directors and Officers against liability arising from their holding of directorships or other office in the Company. The Company does not currently hold a policy for Directors and Officers insurance.

Under the Deeds, each Director and Officer is able to have access to Company records after they cease holding office for the purpose of enabling them to defend any legal proceedings initiated against them in relation to their employment or period of holding office at the Company.



### 13.11 Directors' Interests

No Director has any direct or indirect interests in any property acquired by the Company.

Other than set out in this section or elsewhere in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had in the two year period ending on the date of this Prospectus, any interest in the formation or promotion of the Company, or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of securities.

Other than set out in this section or elsewhere in this Prospectus, no amounts of any kind (whether in cash or Shares or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her or any company or firm with which the Director is associated in connection with the formation or promotion of the Company or offer of securities.

### 13.12 Directors' Remuneration

The Constitution of the Company provides that the non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting. The current aggregate maximum is \$150,000. The Company intends to seek the approval of its members under the Constitution and the Corporations Act at a future General Meeting to increase this amount to \$500,000 per annum.

A Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Executive Directors may be paid on commercial terms as the Directors see fit.

Details of payments to Executive Directors of the Company are set out in *SECTION 7.6* (Page 100).

No Directors have been paid any fees prior to the lodgement of this Prospectus in relation to its preparation.

### 13.13 Related Party Transactions

Mr Gabriel Ehrenfeld was previously a director of the Company (within the last 6 months). He is also a shareholder of Steinbruck Capital and Trustee of the GXG Acquisition Trust.

#### **Management Agreement**

On 7 June 2011 the shareholders of the Company gave approval for the Company to enter into a management agreement with Steinbruck Capital for the provision of management services to the Company. Pursuant to that approval, on 15 June 2011, the Company entered into that contract with Steinbruck Capital.

The main terms of the Management Agreement are as follows:

- > Steinbruck Capital will provide the Company with corporate and secretarial services
- > Remuneration payable to Steinbruck Capital is \$45,000 per month plus GST and disbursements indexed annually to CPI
- > The Management Agreement is for a period of five (5) years.



## Related Party Transactions *continued*

### Success Fee Agreement

On 7 June 2011 the shareholders of the Company gave approval for the Company to enter into an agreement with GXG Acquisition Trust for the provision of recapitalisation services to the Company. Pursuant to that approval, on 15 June 2011, the Company entered into that contract with GXG Acquisition Trust.

The main terms of the Success Fee Agreement are as follows:

- > GXG Acquisition Trust will provide the Company with recapitalisation services
- > The Company will pay GXG Acquisition Trust the following amounts:
- > 5% plus GST and disbursements on all capital sums raised for or by the Company prior to re-quotation on ASX
- > 4% placement fee on all capital raised by the Company on the exercise of A Class Options, B Class Options and any further equity capital raised by the Company for a period of five (5) years after re-quotation on ASX
- > 4% management fee on all capital raised by the Company on the exercise of A Class Options, B Class Options and any further equity capital raised by the Company for a period of five (5) years after re-quotation on ASX.

### Costs and disbursements

On 7 June 2011 the shareholders of the Company gave approval for the Company to pay GXG Acquisition Trust the sum of \$150,000 plus GST for the costs and disbursements in relation to preparing the Notice of Meeting and Information Memorandum in relation to the General Meeting of members held on 7 June 2011. The Company has entered into an agreement with the GXG Acquisition Trust for the payment of this sum.

## 13.14 Interest of Experts and Advisers

The following fees have been paid or will be paid to independent experts and other advisers in relation to the preparation of this Prospectus:

Independent Expert or Adviser	Fee (RMB)	Fee (AUD) Ex GST
DFK Richard Hill NOTE: Their report is produced for the normal audit requirements of the Company, and not specifically for this Prospectus	-	Nil
Fujian Province Yitao Construction & Technology Development Co Ltd	10,000	2,000
Fujian Zhiyuan Law Office	5,000	1,000
GXG Acquisition Trust	-	Nil
KS Black & Co	-	10,000
Novus Capital NOTE: This relates to advisory services only and does not include any broker commissions or other success fees payable, which are set out in SECTION 13.16 (Page 244)	-	Approx 37,500
Professor Xinhao LIAN	3,500	700
Professor Bishu LIN	10,000	2,000
Steinbruck Capital	-	Nil

Other than the payment of reasonable professional fees as set out above, and other than any payments or benefits to Steinbruck Capital as disclosed in SECTION 13.13 above, no person acting in a professional or advisory capacity in connection with the preparation of this Prospectus has been paid or received any benefit, or will be paid or receive any benefit, in relation to the preparation of this Prospectus.



## 13.15 Expenses of the Offer

The Company proposes to pay a success fee in accordance with the terms set out in *SECTION 13.13* of this Prospectus.

The total estimated costs and expenses of the Issue, including disbursements, ASIC and ASX fees, fees for professional advisers and consultants as set out in *SECTION 13.14* above, Prospectus design, printing and promotional expenses and other general and miscellaneous expenses will be approximately \$600,000 excluding GST where applicable, excluding the success fee, and excluding broker commissions (itemised separately in *SECTION 13.16* below). The itemisation of the costs outlined above is as follows:

Principal Costs and Expenses	Ex GST
ASIC fees	\$2,320
ASX fees	\$20,781
Independent and Expert Advisers	\$477,580
Prospectus design and printing	\$36,000
Promotional and general	\$50,000
Share registry costs	\$12,850
<b>TOTAL</b>	<b>\$599,531</b>

The success fee, including amounts raised to date, exclusive of GST if applicable, will be as follows:

Success Fee	Ex GST
Based on the Minimum Subscription	\$202,500
Based on Full Subscription	\$225,000
Based on maximum Over-Subscription	\$450,000

## 13.16 Commissions to Brokers

In addition to any fixed fees, the Sponsoring Broker will also receive the following commissions based on funds raised:

Broker Fees	Ex GST
<b>Broker Commission (5% of funds raised)</b>	
Based on the Minimum Subscription	\$202,500
Based on Full Subscription	\$225,000
Based on maximum Over-Subscription	\$450,000
<b>Broker Management Fee (1% of funds raised)</b>	
Based on the Minimum Subscription	\$40,500
Based on Full Subscription	\$45,000
Based on maximum Over-Subscription	\$90,000

## 13.17 Directors' Statement

This Prospectus is authorised by the Company and is lodged with ASIC pursuant to Section 718 of the Corporations Act. The Directors have consented in writing to this lodgement in the terms of Section 720 of the Corporations Act.

All Directors referred to in this Prospectus have consented in writing to the issue of the Prospectus, and have not withdrawn that consent.

## 13.18 Consent of Position Holders to be Named in the Prospectus

All Directors referred to in this Prospectus (Bingkun Huang, Yong Teng Dixie Kor, Hong Wei, Qinghuo Huang, Lynn Xu and Tom Xu) have each consented in writing to be named in the Prospectus, and have not withdrawn that consent before the document is lodged with ASIC.

Robert William Whitton and William Buck Business Recovery Services (NSW) Pty Limited have each consented in writing to be named in the Prospectus, and have not withdrawn that consent before the document is lodged with ASIC.



All board executive support personnel referred to in this Prospectus (Raymond Taylor, Lisa Luo and Gladys Tribdino) have each consented in writing to be named in the Prospectus, and have not withdrawn that consent before the document is lodged with ASIC.

All Senior Management personnel referred to in this Prospectus (Chung Chi Chan, Yongzhao Wang, Bingzhu Guo, Songsan Wang, Chien-Lung Ma, Duanfeng Zeng and Lisa Luo) have each consented in writing to be named in the Prospectus, and have not withdrawn that consent before the document is lodged with ASIC.

All members of the Advisory Board referred to in this Prospectus (Chienfu Chiu, Li-hua Lin, Yung-Ching Wang, Virginia Lam Lai-Kuen Lo, Zhiqiang Ma, Jiyou Zheng and Mei-Fong Chu) have each consented in writing to be named in the Prospectus, and have not withdrawn that consent before the document is lodged with ASIC.

All members of the Religious Advisory Council referred to in this Prospectus (Banruo Shi, Keke Huang, Shanwen Zhang and Jinding Xu) have each consented in writing to be named in the Prospectus, and have not withdrawn that consent before the document is lodged with ASIC.

All Chief Religious Advisors referred to in this Prospectus (Chief Taoist Adviser Celestial Master Taochen Chang and Chief Buddhist Adviser Lama Tsewang Rigzin) have each consented in writing to be named in the Prospectus, and have not withdrawn that consent before the document is lodged with ASIC.

### 13.19 Consent of Consultants

Calder Roth & Co has consented in writing to be named in the Prospectus, and has not withdrawn this consent before the document is lodged with ASIC.

DFK Richard Hill has consented in writing to be named in the Prospectus, and has not withdrawn this consent before the document is lodged with ASIC.

Novus Capital Limited has consented in writing to be named in the Prospectus, and has not withdrawn this consent before the document is lodged with ASIC.

Security Transfer Registrars has consented in writing to be named in the Prospectus, and has not withdrawn this consent before the document is lodged with ASIC.

Steinbruck Capital has consented in writing to be named in the Prospectus, and has not withdrawn this consent before the document is lodged with ASIC.

### 13.20 Authorisation & Consent of Independent Experts, Report and Letter Issuers

Bingkun Huang has consented in writing to be named in the Prospectus, and to the inclusion of his letter in the form and context in which it is included, and has not withdrawn this consent before the document is lodged with ASIC.

Tseng-Jung Wang has consented in writing to be named in the Prospectus, and to the inclusion of his letter in the form and context in which it is included, and has not withdrawn this consent before the document is lodged with ASIC.

Professor Xinhao Lian has consented in writing to be named in the Prospectus, and to the inclusion of his report in the form and context in which it is included, and has not withdrawn this consent before the document is lodged with ASIC.

Professor Bishu Lin has consented in writing to be named in the Prospectus, and to the inclusion of his report in the form and context in which it is included, and has not withdrawn this consent before the document is lodged with ASIC.

Qiao Jianjun has consented in writing to be named in the Prospectus, and to the inclusion of his report in the form and context in which it is included, and has not withdrawn this consent before the document is lodged with ASIC.

Fujian Province Yitao Construction & Technology Development Co Ltd has consented in writing to be named in the Prospectus, and to the inclusion of their report in the form and context in which it is included, and has not withdrawn this consent before the document is lodged with ASIC.

Yumu Chen has consented in writing to be named in the Prospectus, and to the inclusion of his report in the form and context in which it is included, and has not withdrawn this consent before the document is lodged with ASIC.

Fujian Zhiyuan Law Office has consented in writing to be named in the Prospectus, and to the inclusion of their report in the form and context in which it is included, and has not withdrawn this consent before the document is lodged with ASIC.

KS Black & Co has consented in writing to be named in the Prospectus, and to the inclusion of their report in the form and context in which it is included, and has not withdrawn this consent before the document is lodged with ASIC.





## 13.21 ASX Admission and Quotation

Within 7 days of the date of this Prospectus, the Company will apply to ASX for the Shares to be quoted by ASX, other than those Shares that are restricted from being traded by ASX.

ASX takes no responsibility for the contents of this Prospectus. The fact that the Company is admitted to the Official List is not to be taken as an indication of the merits of the Company or the Shares.

## 13.22 Chess and Issuer Sponsored Sub-Register

The Company participates in the Clearing House Electronic Subregister System (CHESS).

CHESS is operated by ASX Settlement Pty Ltd (ASX Settlement), a wholly owned subsidiary of ASX, in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, the Company will not issue certificates to investors. Instead, Share and Option holders will receive a statement of their holdings in the Company. If an investor is broker sponsored, ASX Settlement will send a CHESS statement.

## 13.23 Electronic Prospectus

This Prospectus will be issued in paper form and as an Electronic Prospectus, which may be viewed online at [www.mazu.com.au](http://www.mazu.com.au). The offer of Shares pursuant to this Prospectus is available to persons receiving an electronic version of this Prospectus in Australia. The Corporations Act prohibits any person from passing onto another person the Application unless it is attached to or accompanied by the complete and unaltered version of this Prospectus. During the Offer period, any person may obtain a paper copy of this Prospectus by contacting the Company. By submitting an Application, the applicant declares that they have received a full copy of this Prospectus.

## 13.24 Non-Resident Investors

This Prospectus does not constitute an offer of securities in any place or to any person where it would be illegal to make the issue. Applicants are responsible to ensure that acceptance of the Offer complies with the laws of the jurisdiction in which they are resident. No steps have been taken to register this Offer, or to qualify the issue of Shares or otherwise permit a public offering in any place other than Australia.

## 13.25 Continuous Disclosure

The Company complies with the requirements for continuous disclosure set out in Chapter 3 of the Listing Rules. The Company has established systems to ensure that it complies with these requirements.

## 13.26 Documents Available for Inspection

Copies of the Constitution of the Company and any consents of any person in relation to this Prospectus will be available for inspection by arrangement with the Company.



### 13.27 Privacy

By submitting an Application Form, an Applicant provides the Company with certain personal information. If an Applicant does not provide complete and accurate personal information on the Application Form, the Application may not be able to be processed.

The Company's securities registers are maintained by Security Transfer Registrars Pty Ltd. These registers are required by law to contain certain information about security holders such as name, address and details of securities held. In addition, the Company collects personal information from security holders including contact details and tax file numbers. This information is used to carry out registry functions such as:

Security holders have the right to access, update and correct the personal information held by the Company and its Share Registry, except in certain limited circumstances. Security holders may do so by contacting the Company or its Share Registry.

### 13.28 Disclaimers

#### ASX & ASIC

A copy of this Prospectus has been lodged with ASX and ASIC. None of ASX, ASIC or any of their officers take any responsibility for the contents of this Prospectus.

#### Forward-Looking Statements

This Prospectus includes, or may include, forward-looking statements including, without limitation, forward-looking statements regarding the Company's financial position, business strategy, revenue and costs, and plans and objectives for future operations (including development plans and objectives), which have been based on the Company's current expectations about future events. These forward-looking statements are, however, subject to known and unknown risks, uncertainties and assumptions that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future.

Matters not yet known to the Company or not currently considered material to the Company may impact on these forward-looking statements. The statements reflect views held only as at the date of this document. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this document might not occur. Shareholders are therefore cautioned not to place undue reliance on these statements.

Subject to any continuing obligations under applicable law or the Listing Rules, the Company expressly disclaims any obligation to disseminate after the date of this Statement any updates or revisions to any such forward-looking statements to reflect any change in expectations or events, conditions or circumstances on which any such statements are based.

#### Investment Decisions

This Statement contains general advice only and does not take into account the objectives, financial situation or needs of any particular shareholder or any other person. The Prospectus should therefore not be relied on as the sole basis for any decision in relation to an Application for the issue of Shares or other securities. Independent financial and taxation advice should be sought before making any investment decision in relation to the reconstruction.

### 13.29 Images

All drawings in this Prospectus are artistic impressions only, are conceptual in nature, and the actual project when constructed may vary from these images.

Photographs and diagrams in this Prospectus that do not have accompanying descriptions are for illustration only and should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the assets shown are owned by the Company.

Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.



### 13.30 Recent and Potential Transactions

The Company and its directors are engaged in ongoing discussions with various parties in relation to the development of the Company and the Mazu City Project. Other than as disclosed in *SECTION 10* of the Prospectus, there are no recent material contracts that have been completed by the Company.

It is not anticipated that any material transactions will be finalised between the date of this Prospectus and the Closing Date. Other than as disclosed in *SECTION 10* of the Prospectus, there are no transactions or potential material contracts that the Company currently anticipates it will complete.

### 13.31 Disputes and Litigation

The Company and its directors are not aware of or engaged in any material disputes or litigation with other parties relating to the Company.

### 13.32 Profit Forecast

No profit forecasts are contained in this Prospectus.

### 13.33 Taxation

The issue of Shares under this Prospectus may have taxation consequences for individual investors. Those consequences will vary according to investors' individual circumstances. Investors should seek and rely on their own professional taxation advice in relation to an investment in the Company.

### 13.34 Exchange Rate

In this Prospectus, certain financial calculations have been calculated in RMB, and then converted into AUD. The Exchange Rate at which RMB has been converted to AUD in this Prospectus is 1.00 AUD = 5.00 RMB. Where amounts have been converted from USD to AUD, they have been converted at the rate of 1.00 AUD = 0.75 USD.

### 13.35 Terms of A Class Options

Each A Class Option will entitle the holder of the Option to subscribe for one share ("Share") in the Company on the terms and conditions set out below:

1. No consideration is payable in respect of the grant of an A Class Option.
2. The exercise price payable upon exercise of each A Class Option is \$3.00 per Share.
3. Each A Class Option will be exercisable on or before 11 March 2016.
4. Each A Class Option will entitle the holder to subscribe for one (1) Share which will be issued by the Company within 5 business days of receiving written notice of exercise, together with the exercise price for the A Class Option.
5. The A Class Options will be exercisable by delivering to the registered office of the Company a notice in writing stating the intention of the option holder to exercise a specified number of A Class Options, accompanied by an option certificate or holding statement, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the A Class Options held does not affect the holder's right to exercise the balance of any A Class Options remaining.
6. All Shares issued upon exercise of the A Class Options will rank pari passu in all respects with the Company's then issued Shares.
7. If Shares are quoted on ASX, the Company will apply to ASX for official quotation of all Shares issued upon exercise of the A Class Options.
8. The A Class Options will be unlisted. However, the Company reserves the right to apply for quotation at a later date.



9. There are no participating rights or entitlements inherent in the A Class Options and holders will not be entitled to participate in new issues, or issues of rights to subscribe for additional Shares, or any other securities to be issued by the Company, during the currency of the Options. However, the Company will ensure that, for the purpose of determining entitlements to any issue, Option holders will be notified of the proposed issue at least five (5) business days before the record date of any proposed issue. This will give Option holders the opportunity to exercise the A Class Options prior to the date for determining entitlements to participate in any such issue.
10. If there is a bonus issue to holders of Shares, on the exercise of any A Class Options, the number of Shares over which an A Class Option may be exercised will not be increased to the number of bonus shares that would have been issued if the A Class Options had been exercised prior to the date for the bonus issue.
11. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the A Class Options and/or their exercise price will be reconstructed in the manner required by the Listing Rules.
12. A certificate will be issued for A Class Options. If there is more than one (1) A Class Option on a certificate and prior to the expiry date those options are exercised in part, the Company will issue another certificate for the balance of the A Class Options held and not yet exercised.
13. Subject to the Corporations Act, the Constitution and the Listing Rules, the A Class Options will be fully transferable.

### 13.36 Terms of B Class Options

Each B Class Option will entitle the holder of the Option to subscribe for one share ("Share") in the Company on the terms and conditions set out below:

1. \$1,000 is payable in respect of the grant of all the B Class Options.
2. The exercise price payable upon exercise of each B Class Option is \$0.20 per Share.
3. Each B Class Option will be exercisable on or before 31 December 2015.
4. Each B Class Option will entitle the holder to subscribe for one (1) Share which will be issued by the Company within 5 business days of receiving written notice of exercise, together with the exercise price for the B Class Option.
5. The B Class Options will be exercisable by delivering to the registered office of the Company a notice in writing stating the intention of the option holder to exercise a specified number of B Class Options, accompanied by an option certificate or holding statement, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the B Class Options held does not affect the holder's right to exercise the balance of any B Class Options remaining.
6. All Shares issued upon exercise of the B Class Options will rank pari passu in all respects with the Company's then issued Shares.
7. If Shares are quoted on ASX, the Company will apply to ASX for official quotation of all Shares issued upon exercise of the B Class Options.
8. The B Class Options will be unlisted. However, the Company reserves the right to apply for quotation at a later date.
9. There are no participating rights or entitlements inherent in the B Class Options and holders will not be entitled to participate in new issues, or issues of rights to subscribe for additional Shares, or any other securities to be issued by the Company, during the currency of the Options. However, the Company will ensure that, for the purpose of determining entitlements to any issue, Option holders will be notified of the proposed issue at least five (5) business days before the record date of any proposed issue. This will give Option holders the opportunity to exercise the B Class Options prior to the date for determining entitlements to participate in any such issue.
10. If there is a bonus issue to holders of Shares, on the exercise of any B Class Options, the number of Shares over which a B Class Option may be exercised will not be increased to the number of bonus shares that would have been issued if the B Class Options had been exercised prior to the date for the bonus issue.
11. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the B Class Options and/or their exercise price will be reconstructed in the manner required by the Listing Rules.
12. A certificate will be issued for B Class Options. If there is more than one (1) B Class Option on a certificate and prior to the expiry date those options are exercised in part, the Company will issue another certificate for the balance of the B Class Options held and not yet exercised.
13. Subject to the Corporations Act, the Constitution and the Listing Rules, the B Class Options will be fully transferable.





# Glossary

## Definitions

In this Prospectus, the following definitions apply unless the context requires otherwise:

<b>A Class Option</b>	An option for the issue of one (1) Share in the Company subject to the terms and conditions set out in <i>SECTION 13.35</i> of this Prospectus
<b>A Class Option Issue Date</b>	The date on which the A Class Options are issued, which is a date which is not more than one month after the A Class Option Record Date
<b>A Class Option Record Date</b>	A date which is two (2) months after the reinstatement to quotation of the Company's Shares on ASX
<b>Advisory Board</b>	Panel of persons as set out in <i>SECTION 7.3</i> of the Prospectus who provide non-binding input, ideas and advice to the Board
<b>Applicant</b>	Person or other entity making an application for Shares on the Application Form
<b>Application</b>	The application for securities contained in this Prospectus
<b>Application Form</b>	Same meaning as Application
<b>ASIC</b>	Australian Securities and Investments Commission
<b>ASX</b>	Australian Securities Exchange
<b>Auditor</b>	DFK Richard Hill
<b>B Class Option</b>	An option for the issue of one (1) Share in the Company subject to the terms and conditions set out in <i>SECTION 13.36</i> of this Prospectus
<b>Closing Date</b>	2 October 2015
<b>CNY</b>	Chinese Yuan Renminbi, also referred to as RMB, being the official currency of the People's Republic of China
<b>Company</b>	Mazu Alliance Limited ACN 077 226 183, formerly known as Green X Global Limited
<b>Corporations Act</b>	Corporations Act 2001
<b>Constitution</b>	The constitution of the Company dated 25 July 2000
<b>Directors</b>	Directors of the Company unless the context indicates otherwise
<b>DOCA</b>	Deed of Company Arrangement executed by the Company on 13 April 2007 and effected on 9 November 2011
<b>Dollars or \$ or AUD</b>	Australian dollars
<b>Exchange Rate</b>	The rate at which RMB has been converted to AUD, which in this Prospectus, has been at the rate of 1.00 AUD = 5.00 RMB
<b>Existing Shareholders</b>	The holders of Shares prior to the issue of Shares the subject of this Prospectus
<b>Full Subscription</b>	The issue of 2,000,000 Shares under this Prospectus at a price of \$2.25 per Share to raise \$4,500,000
<b>General Meeting</b>	A general meeting of all members of the Company
<b>GXG Acquisition Trust</b>	Gabriel Ehrenfeld as Trustee for GXG Acquisition Trust, a trust formed for the purpose of restructuring and recapitalising the Company
<b>GST</b>	Goods and services tax as imposed by the 'A New Tax System (Goods and Services Tax) Act'
<b>Independent Expert</b>	Qualified specialist consultant who has prepared a report for inclusion in this Prospectus for a professional fee as specified, and is not related to the Company
<b>Independent Lawyer</b>	Fujian Zhiyuan Law Office
<b>Independent Quantity Surveyor</b>	Fujian Province Yitao Construction & Technology Development Co Ltd







<b>Independent Theology Expert</b>	Professor Xianhao Lian
<b>Independent Tourism Expert</b>	Professor Bishu Lin
<b>Investigating Accountant</b>	KS Black & Co
<b>Issue</b>	The issue of Shares pursuant to this Prospectus
<b>Listing Rules</b>	The listing rules of the ASX
<b>Management Agreement</b>	Agreement entered into between Steinbruck Capital and the Company for the provision of management services to the Company
<b>Mazu City</b>	The development being undertaken by the Company in Wushi District, Zhangzhou County, Fujian Province, in the People's Republic of China, including the Temple Complex and surrounding precinct
<b>Maximum Over-Subscription</b>	The maximum number of Shares to be issued under this Prospectus being 2,000,000 Shares above Full Subscription at a price of \$2.25 per Share to raise \$4,500,000 above the Full Subscription amount, making a total Issue of 4,000,000 Shares at a price of \$2.25 per Share to raise \$9,000,000
<b>Minimum Subscription</b>	The minimum number of Shares on offer in this Prospectus being 1,800,000 Shares at a price of \$2.25 per Share to raise \$4,050,000
<b>MZU</b>	Same meaning as Company
<b>Offer</b>	The invitation to the public contained in this Prospectus for investors to subscribe for up to 2,000,000 Shares in the Company at an issue price of \$2.25 per Share to raise up to \$4,500,000 without over-subscriptions, and with over-subscriptions to subscribe for up to 4,000,000 Shares in the Company at an issue price of \$2.25 per Share to raise up to \$9,000,000, in each case subject to a minimum subscription of 1,800,000 Shares in the Company at an issue price of \$2.25 per Share to raise a minimum of \$4,050,000
<b>Officer</b>	Officer of the Company unless the context indicates otherwise
<b>Opening Date</b>	25 August 2015
<b>Prospectus</b>	This replacement Prospectus document including its annexures and attachments, which replaces the Prospectus lodged with ASIC on 13 April 2015
<b>Related Corporation</b>	A corporation that is related to a party in accordance with s 50 of the Corporations Act
<b>Religious Advisory Council</b>	Panel of persons as set out in <i>SECTION 7.4</i> of the Prospectus who provide non-binding religious advice to the Board
<b>RMB</b>	Same meaning as CNY
<b>Senior Management</b>	Each of the persons as set out in <i>SECTION 7.2</i> of the Prospectus and who hold significant roles in the daily administration of the Company
<b>Shares</b>	Ordinary shares in the Company
<b>Sponsoring Broker</b>	Novus Capital Limited AFSL 238168
<b>Steinbruck Capital</b>	Steinbruck Capital Group including Steinbruck Capital Pty Ltd ACN 130 134 682 and its wholly owned subsidiaries
<b>Subscriber</b>	Same meaning as Applicant
<b>Success Fee Agreement</b>	Agreement entered into between the GXG Acquisition Trust and the Company for the provision of recapitalisation services to the Company
<b>Temple</b>	Main temple currently existing on the Company's site in Wushi District, Zhangzhou County, Fujian Province, in the People's Republic of China
<b>Temple Complex</b>	Land and buildings, including existing temples and other improvements dedicated to the worship of Mazu, located in the Wushi District, Zhangzhou County, Fujian Province, in the People's Republic of China on which is built, or will be built further temples and associated buildings
<b>USD</b>	United States dollars
<b>Wushi Mazu City</b>	Same meaning as Mazu City





# Glossary

## Technical Terms

In this Prospectus, the following definitions apply unless the context requires otherwise:

<b>Administration</b>	A process under the Corporations Act whereby a company is placed under the control of an external controller called an Administrator, usually a registered liquidator, so that there can be an orderly resolution of creditors' claims. The process can result in the reconstruction of the company under a DOCA.
<b>Capital structure</b>	The number and type of securities issued by the Company. These may include ordinary shares, options and warrants.
<b>Capital growth</b>	Increase in value of assets, whether of the Company or the value of securities issued by the Company.
<b>Cloud computing</b>	The storage and manipulation of data on remote computer servers that are not under the direct control of the owner or creator of that data.
<b>Cross-strait relations</b>	Diplomatic, commercial and cultural contacts between the People's Republic of China and Taiwan (Republic of China), on either side of the Taiwan Strait.
<b>Executive director</b>	A director that has involvement in the day to day operation and management of a company.
<b>Escrow</b>	Securities held in escrow are subject to restrictions on when and how they can be traded. The securities may be held by an independent third party. The restrictions are usually a prohibition on trading until the expiration of a particular time or occurrence of a particular event. Escrow may be voluntary, or required by regulators such as requirements under the ASX Listing Rules.
<b>Force majeure</b>	The interruption of business relations by events such as acts of God, war, natural disasters, terrorism etc that are beyond the control of the Company.
<b>Independent director</b>	A non-executive director who is not a member of management and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the independent exercise of their judgment.
<b>Inelastic demand</b>	Where the quantity of a good or service sought in the market place is unresponsive, or less responsive, to changes in price.
<b>In specie</b>	In its own form and essence, not in the form of an equivalent. So, for example, an in specie distribution of a quantity of shares to a number of parties would be an actual distribution of the shares themselves to each party, rather than allocating a percentage in a collective ownership to each party.
<b>Key dependencies</b>	Elements of the Company's business plan that are reliant on parties outside the control of the Company.
<b>Mu</b>	A Chinese unit of land area corresponding to approximately 666 $\frac{2}{3}$ m <sup>2</sup> .
<b>Non-executive director</b>	A director that has no involvement in the day to day operation and management of a company. A non-executive director may have or have had a business or professional relationship with a company which means that they are not independent.
<b>Pari passu</b>	Equally, without preference, in the same degree or proportion.
<b>Risk</b>	An event which may have a material effect on the ability of the Company to make money and/or carry out its business model.
<b>Robustness</b>	The ability of a business model to withstand variations in and disruptions to the conditions and assumptions on which the model is based.
<b>Securities</b>	Negotiable financial instruments including shares and options, which are sometimes referred to as equity securities.
<b>Shareholding statements</b>	Certificates issued by the provider of registry services to the Company formally recording securities held.
<b>Subscription</b>	The process of applying to a company for the issue of securities to a potential investor. Once a subscription and payment for securities is received shares may be allotted to an investor by the company.
<b>Working capital</b>	Funds required for the day to day operations of the Company's business.



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ACN: 077 226 183

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,    ,    Shares at AUD \$2.25 per share  
 or such lesser number of Shares which may be allocated to me/us by their Directors.

### I/We lodge full application of monies of:

A\$   ,    ,    .

### Full Name of Applicant / Company

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

### Joint Applicant #2

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

### Joint Applicant #3

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

### Account Designation (e.g.: THE SMITH SUPER FUND A/C)

### Postal Address

Unit Street Number Street Name or PO BOX

Suburb/Town/City

State

Postcode

Country Name (if not Australia)

### CHESS HIN (where applicable)

☒ 

If an incorrect CHESS HIN has been provided (e.g.: incorrect number, registration details do not match those registered) any securities issued will be held on the Issuer Sponsored subregister.

### Contact Name

### Contact Number

### Email Address

### Tax File Number / Australian Business Number

### Tax File Number of Security Holder #2 (Joint Holdings Only)

### Declaration and Statements:

- I/We declare that all details and statements made by me/us are complete and accurate.
- I/We agree to be bound by the Terms & Conditions set out in the Prospectus and by the Constitution of the Company.
- I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Securities to me/us.
- I/We have received personally a copy of the Prospectus accompanied by or attached to this Application form, or a copy of the Application Form or a direct derivative of the Application Form before applying for the Securities.
- I/We acknowledge that the Company will send me/us a paper copy of the Prospectus and any Supplementary Prospectus (if applicable) free of charge if I/we request so during the currency of the Prospectus.
- I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Securities in the Company and that no notice of acceptance of the application will be provided.

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Insert the number of Shares for which you wish to apply. The Application must be for a minimum of **1,000** Shares for new Subscribers and thereafter in multiples of **500** Shares. Existing Shareholders should refer to SECTION 2.7 (Page 36). The Applicant(s) agree(s) upon and subject to the terms of the Prospectus to take any number of Shares equal to or less than the number of Shares indicated on the Application Form that may be allotted to the Applicant(s) pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the Application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the Application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it shall be final.

**PAYMENT**

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**CHESS HIN/BROKER SPONSORED APPLICANTS**

The Company intends to become an Issuer Sponsored participant in the ASX CHESS System. This enables a holder to receive a statement of holding rather than a certificate. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold shares allotted to you under this Application on the CHESS subregister, enter your CHESS HIN. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

**TAX FILE NUMBERS**

The collection of tax file number ("TFN") information is authorised and the tax laws and the Privacy Act strictly regulate its use and disclosure. Please note that it is not against the law not to provide your TFN or claim an exemption, however, if you do not provide your TFN or claim an exemption, you should be aware that tax will be taken out of any unfranked dividend distribution at the maximum tax rate.

If you are completing the application with one or more joint applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation Office.

**CORRECT FORM OF REGISTRABLE TITLE**

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Mazu Alliance Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

**TYPE OF INVESTOR**

**Individual**

Use given names in full, not initials.

**CORRECT**

Mr John Alfred Smith

**INCORRECT**

J A Smith

**Company**

Use the company's full title, not abbreviations.

ABC Pty Ltd

ABC P/L or ABC Co

**Joint Holdings**

Use full and complete names.

Mr Peter Robert Williams &  
Ms Louise Susan Williams

Peter Robert &  
Louise S Williams

**Trusts**

Use trustee(s) personal name(s). Do not use the name of the trust.

Mrs Susan Jane Smith  
<Sue Smith Family A/C>

Sue Smith Family Trust

**Deceased Estates**

Use the executor(s) personal name(s).

Ms Jane Mary Smith &  
Mr Frank William Smith  
<Estate John Smith A/C>

Estate of Late John Smith  
or  
John Smith Deceased

**Minor (a person under the age of 18)**

Use the name of a responsible adult with an appropriate designation.

Mr John Alfred Smith  
<Peter Smith A/C>

Master Peter Smith

**Partnerships**

Use the partners' personal names. Do not use the name of the partnership.

Mr John Robert Smith &  
Mr Michael John Smith  
<John Smith and Son A/C>

John Smith and Son

**Superannuation Funds**

Use the name of the trustee(s) of the super fund.

Jane Smith Pty Ltd  
<JSuper Fund A/C>

Jane Smith Pty Ltd Superannuation Fund

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Tax File Number of Security Holder #2 (Joint Holdings Only)

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Joint Applicant #2

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Joint Applicant #3

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Account Designation (e.g.: THE SMITH SUPER FUND A/C)

Postal Address

Unit

Street Number

Street Name or PO BOX

Suburb/Town/City

State

Postcode

Country Name (if not Australia)

CHESS HIN (where applicable)

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**OR**

**Delivered to:**

Mazu Alliance Limited  
C/- Security Transfer Registrars Pty Ltd  
770 Canning Highway  
APLECROSS WA 6153

**Applications must be received by no later than 5.00pm WST on the Closing Date 2 October 2015 which may be changed immediately after the Opening Date at any time and at the discretion of the Company.**

**CHESS HIN/BROKER SPONSORED APPLICANTS**

The Company intends to become an Issuer Sponsored participant in the ASX CHESS System. This enables a holder to receive a statement of holding rather than a certificate. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold shares allotted to you under this Application on the CHESS subregister, enter your CHESS HIN. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

**TAX FILE NUMBERS**

The collection of tax file number ("TFN") information is authorised and the tax laws and the Privacy Act strictly regulate its use and disclosure. Please note that it is not against the law not to provide your TFN or claim an exemption, however, if you do not provide your TFN or claim an exemption, you should be aware that tax will be taken out of any unfranked dividend distribution at the maximum tax rate.

If you are completing the application with one or more joint applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation Office.

**CORRECT FORM OF REGISTRABLE TITLE**

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Mazu Alliance Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

**TYPE OF INVESTOR**

**Individual**

Use given names in full, not initials.

**CORRECT**

Mr John Alfred Smith

**INCORRECT**

J A Smith

**Company**

Use the company's full title, not abbreviations.

ABC Pty Ltd

ABC P/L or ABC Co

**Joint Holdings**

Use full and complete names.

Mr Peter Robert Williams &  
Ms Louise Susan Williams

Peter Robert &  
Louise S Williams

**Trusts**

Use trustee(s) personal name(s). Do not use the name of the trust.

Mrs Susan Jane Smith  
<Sue Smith Family A/C>

Sue Smith Family Trust

**Deceased Estates**

Use the executor(s) personal name(s).

Ms Jane Mary Smith &  
Mr Frank William Smith  
<Estate John Smith A/C>

Estate of Late John Smith  
or  
John Smith Deceased

**Minor (a person under the age of 18)**

Use the name of a responsible adult with an appropriate designation.

Mr John Alfred Smith  
<Peter Smith A/C>

Master Peter Smith

**Partnerships**

Use the partners' personal names. Do not use the name of the partnership.

Mr John Robert Smith &  
Mr Michael John Smith  
<John Smith and Son A/C>

John Smith and Son

**Superannuation Funds**

Use the name of the trustee(s) of the super fund.

Jane Smith Pty Ltd  
<JSuper Fund A/C>

Jane Smith Pty Ltd Superannuation Fund



# Corporate Directory

## COMPANY

### Corporate Office

Level 36, Governor Phillip Tower  
1 Farrer Place  
Sydney NSW 2000  
AUSTRALIA

### Registered Office

Level 2  
10 Outram Street  
West Perth WA 6005  
AUSTRALIA

### Mazu Office

7th Floor  
169 Tapu East Road  
Siming District Xiamen FUJIAN  
CHINA

## SECURITIES

### Stock Exchange

Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000  
AUSTRALIA

ASX Code: MZU

### Share Registry

Security Transfer Registrars  
770 Canning Highway  
Applecross WA 6153  
AUSTRALIA

### Stockbroker & Lead Manager

Novus Capital Limited  
Level 8, 330 Collins Street  
Melbourne VIC 3000  
AUSTRALIA

AFSL No 238168

## CONSULTANTS

### Accountants

Calder Roth & Co  
Level 2  
10 Outram Street  
West Perth WA 6005  
AUSTRALIA

### Corporate Advisers

Steinbruck Capital Pty Ltd  
Level 33, Australia Square  
264 George Street  
Sydney NSW 2000  
AUSTRALIA

## INDEPENDENT EXPERTS

### Auditors

DFK Richard Hill  
2nd Floor  
32-36 Martin Place  
Sydney NSW 2000  
AUSTRALIA

### Independent Lawyers

Fujian Zhiyuan Law Office  
17th Floor  
West Tower Guangming Building  
415 Xiahe Road  
Siming District Xiamen FUJIAN  
CHINA

### Theology

Professor Xinhao Lian  
China Customs History Research Center  
Xiamen University  
422 Siming South Road  
Xiamen FUJIAN  
CHINA

### Investigating Accountants

KS Black & Co  
Level 6  
350 Kent Street  
Sydney NSW 2000  
AUSTRALIA

### Quantity Surveyors

Fujian Yitao Construction  
Development Co Ltd  
Building 3, Shuangli Industrial Park  
1034 Fanghu North Two Road  
Huli, Xiamen FUJIAN  
CHINA

### Tourism

Professor Bishu Lin  
Management Academy  
Xiamen University  
422 Siming South Road  
Xiamen FUJIAN  
CHINA

## BANKERS

### Australia

Bank of China  
681 George Street  
Sydney NSW 2000  
AUSTRALIA

### China

Bank of China  
9 Chaoyang Lu  
Zhangpu FUJIAN  
CHINA

Bank of Communications  
188 Yincheng Zhong Road  
Shanghai  
CHINA

ICBC BANK  
248 Hubin South Road  
Siming District Xiamen FUJIAN  
CHINA



