



# Australia China Holdings Limited

ARBN 067 993 506

28 Bangalla Road, Rose Bay, NSW 2029, Australia

Email: sec@aakch.com

Company Announcement Office  
Australian Stock Exchange Limited

By e-Lodgement

10 December, 2015

Dear Shareholders,

**Re: Annual General Meeting**

The Annual General Meeting for the 2015 year for Australia China Holdings Limited is to be held on 31 December 2015 and the Notice of Meeting was posted to shareholders to the addresses on record. A copy of Notice of Annual General Meeting for 2015 together with the Explanatory Memorandum and the Proxy Form are herewith for your easy reference.

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

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

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

Yours faithfully

For and on behalf of

**Australia China Holdings Ltd**



Stonely Sek  
Company Secretary

# Australia China Holdings Limited

ARBN 067 993 506

LISTED ON AUSTRALIAN STOCK EXCHANGE LIMITED

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

Annual General Meeting of the company for the year 2015 to be held at Room 811, 8/F Taifung Bank Building, No. 296-361, Av. de Almeida Ribeiro, Macau on 31 December 2015 at 11:00 am Beijing Time (2:00 pm Australian Eastern Summer Time).

*Please read the Notice and if you are unable to attend the Annual General Meeting of Shareholders please complete and return the enclosed Proxy Form by 29 December 2015 in accordance with the specified directions.*

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company for the 2015 financial year is to be held at Room 811, 8/F Taifung Bank Building, No. 296-361, Av. de Almeida Ribeiro, Macau on 31 December 2015 at 11:00 am Beijing Time (2:00 pm Australian Eastern Summer Time)

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## AGENDA

### (A) ORDINARY BUSINESS

#### **Financial Statements**

To receive and consider the annual financial report of the Company, the Directors' report and the Independent Auditors' Report for the year ended 31 March, 2015.

#### **Resolution 1: Re-appointment of Auditors**

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

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

#### **Resolution 2: Re-election of Executive Director**

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

"That Mr. Meen Foh Chai having retired by rotation in accordance with the Bye-Laws of the Company and being eligible, be re-elected as a Director of the Company"

#### **Resolution 3: Election of Independent Director**

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

"That Mr. Manuel Sin, having been appointed by the board since the Company's last Annual General Meeting to fill the casual vacancy, and having eligible, be elected, an Independent Non-executive Director of the Company."

### (B) SPECIAL BUSINESS

#### **Resolution 4: Ratification of Prior Issue of Shares**

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

"That, for the purpose of ASX listing rule 7.4 and for all other purposes, Shareholders ratify the issue on 19 June 2015 of 545,810,993 Shares (54,581,099 Shares on a post-consolidation basis) to Jetwill Group Limited on the terms and conditions set out in the Explanatory Memorandum."

#### **Resolution 5: Approval for 10% Placement Capacity**

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2; and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

#### **Issue of Share Options to Directors, Senior Management and Others**

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

#### **Resolution 6: Issue of Share Options to Deputy Chairman - Mr. Lam Mui Sang**

"That, for the purposes of ASX listing rule 10.11 and all other purposes, the Company approves the granting of 1,500,000 options to Mr. Lam Mui Sang, Deputy Chairman, at an exercise price of A\$0.006 per unit, the said options are to be issued upon Mr. Lam paying with a nominal option fee of A\$10 within one month after the passing of this resolution and are exercisable after 1 July 2016 and any time before the expiry date of 30 December 2019"

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

"That, for the purposes of ASX listing rule 10.11 and all other purposes, the Company approves the granting of 1,000,000 options to Mr. Meen Foh Chai, Executive Director, at an exercise price of A\$0.006 per unit, the said options are to be issued upon Mr. Chai paying a nominal option fee of A\$10 within one month after the passing of this resolution and are exercisable after 1 July 2016 and any time before the expiry date of 30 December 2019"

#### **Resolution 8: Issue of Share Options to Independent Director - Mr. Manuel Sin**

"That, for the purposes of ASX listing rule 10.11 and all other purposes, the Company approves the granting of 1,000,000 options to Mr. Manuel Sin, Independent Non-executive Director, at an exercise price of A\$0.006 per unit, the said options are to be issued upon Mr. Sin paying a nominal option fee of A\$10 within one month after the passing of this resolution and are exercisable after 1 July 2016 and any time before the expiry date of 30 December 2019"

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

"That, for the purposes of ASX listing rule 7.1 and all other purposes, the Company approves the granting of 1,000,000 options to Mr. Stonely W.T. Sek, Company Secretary, at an exercise price of A\$0.006 per unit, the said options are to be issued upon Mr. Sek paying a nominal option fee of A\$10 within one month after the passing of this resolution and are exercisable after 1 July 2016 and any time before the expiry date of 30 December 2019"

#### **Resolution 10: Issue of Share Options to the Administration Officer - Ms. Wong Wan Sin**

"That, for the purposes of ASX listing rule 7.1 and all other purposes, the Company approves the granting of 800,000 options to Ms. Wong Wan Sin, Administration Officer, at an exercise price of A\$0.006 per unit, the said options are to be issued upon

Ms. Wong paying a nominal option fee of A\$10 within three months after the passing of this resolution and are exercisable after 1 July 2016 and any time before the expiry date of 30 December 2019”.

**Resolution 11: Issue of Share Options to the Financial Officer - Ms. Kwong Yuk Ping**

“That, for the purposes of ASX listing rule 7.1 and all other purposes, the Company approves the granting of 600,000 options to Ms. Kwong Yuk Ping, Financial Officer, at an exercise price of A\$0.006 per unit, the said options are to be issued upon Ms. Kwong paying a nominal option fee of A\$10 within three months after the passing of this resolution and are exercisable after 1 July 2016 and any time before the expiry date of 30 December 2019”.

**Resolution 12: Issue of Share Options to the Legal Officer - Ms. Yang Shiyi**

“That, for the purposes of ASX listing rule 7.1 and all other purposes, the Company approves the granting of 600,000 options to Ms. Yang Shiyi, Legal Officer, at an exercise price of A\$0.006 per unit, the said options are to be issued upon Ms. Yang paying a nominal option fee of A\$10 within three months after the passing of this resolution and are exercisable after 1 July 2016 and any time before the expiry date of 30 December 2019”.

**Resolution 13: Change of Company Name**

To consider and if thought fit, to pass the following resolution as a special resolution:

“THAT subject to the approval of the Registrar of Companies in Bermuda and the authorities in Australia, approval is given for the name of the Company be changed at such time appropriate as determined by the Directors to “Great Mars Holdings Limited 利星控股有限公司” or such other name as approved by the authorities and that the necessary documentation to effect the name change be filed with the Registrar of Companies in Bermuda and in Australia.”

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

**OTHER BUSINESS**

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

**ENTITLEMENT TO VOTE**

You may vote by attending the meeting in person by proxy or authorized representative, to vote in person attend the meeting in the date and the place set out above. The meeting will commence at 11:00 am Beijing Time (2:00 pm Australian Eastern Summer Time).

**“SNAP-SHOT” TIME**

For the purpose of the Meeting, shares in the Company will be taken to be held by the registered holders of those shares at 2:00 p.m. (Australian Eastern Summer Time) on 29 December 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

**PROXIES**

A proxy form accompanies the Notice and to be effective it must be received by **Australia China Holdings Ltd's** Office at 28 Bangalla Road, Rose Bay, N.S.W. 2029, Australia or successfully transmitted by facsimile to (02) 9262 3912, by e-mail to sec@aakch.com not less than 48 hours prior to the time of the Meeting.

**Bodies Corporate – Corporate Representation**

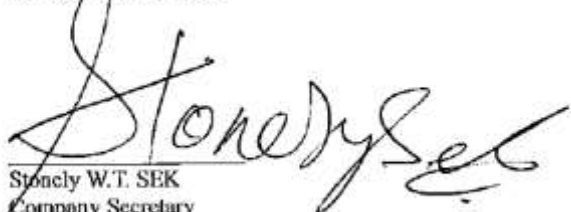
A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the meeting of Shareholders. The appointment may be a standing one.

**Enquiries**

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

The Explanatory Memorandum accompanying this Notice of Meeting forms part of and is deemed to be incorporated in the Notice of Meeting and should be read with the Notice.

On behalf of the Board



Stonely W.T. SEK  
Company Secretary

Date: 7 December 2015

## INSTRUCTIONS FOR THE APPOINTMENT OF A PROXY

### Your details

Please insert your name and address in full.

### Appointment of a proxy

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

### Voting direction of your proxy

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

### Appointment of a second proxy

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

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

### Signing instructions

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

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

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

### Lodgement of Proxy

The properly signed and completed Proxy Form (and any power of Attorney under which it is signed) must be delivered or sent by facsimile to the Company's Australia office at 28 Bangalla Road, Rose Bay, N.S.W. 2029, Australia, or successfully transmitted by facsimile to (02) 9262 3912, or by email to sec@aakch.com. The the signed proxy forms must be received by the Company by 2:00 pm (Australian Eastern Summer Time) on 29 December 2015. Any Proxy Form received after that date will not be valid for the scheduled Annual General Meeting.

# AUSTRALIA CHINA HOLDINGS LIMITED

(ARBN 067 993 506)

Registered Office : William House 4<sup>th</sup> Floor, 20 Reid Street, Hamilton HM 11, Bermuda

Australia Office : 28 Bangalla Road, Rose Bay, N.S.W. 2029, Australia

(email address : sec@aakch.com)

Australia Share : Advanced Share Registry Services Limited

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

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders of Australia China Holdings Group Limited (“the Company”) with sufficient information to assess the merits of Resolutions 1 to 13 contained in the accompanying Notice of the Annual General Meeting of the Company.

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

### A. Financial Statements

The Companies Act requires Directors to lay the annual financial statements, directors’ report and auditors’ report before the Company in annual general meeting.

There is no requirement for the Shareholders to vote on and approve the annual financial statements. However, Shareholders will be given an opportunity to ask questions and make comments about the annual financial statements or the Company generally but there will be no formal resolution submitted to the Meeting in respect of the annual financial statements.

### B. RESOLUTION 1: Re-appointment of Auditors

The Company’s Bye-Law 35.1 provides that members of a company at each annual general meeting shall appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting. In addition, the Company’s Bye-Law and Section 89(6) of Companies Act of Bermuda also provides that the remuneration of an auditors appointed by the members shall be fixed by the members or by the Directors, if they are authorized to do so by the members.

The Company’s auditors, previously known as Kee & Co., changed its name to Kee Partners in November 2015. A notice on the change of name of auditor had been lodged to the ASX Market Announcement Platform on 11 November 2015. Kee Partners are the Company’s auditors. Pursuant to Resolution 1, Kee Partners will be re-appointed the Company’s auditors until the conclusion of the next annual general meeting at a fee to be agreed by the Directors.

### C. RESOLUTION 2: Re-election of Mr. Meen Foh Chai as Director.

In accordance with Listing Rule 14.4 and the Company’s Bye-Law 19.1, at each annual general meeting, one-third of the Directors (or if the number of Directors is not multiple of 3, then such number as is appropriate to ensure that no Director other than an alternate Director or Managing Director holds office for more than 3 years without being elected) for the time being must retire from office by rotation and are eligible for re-election.

The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement. The Managing Director (if any) is exempted by his office as Managing Director from the requirement to retire by rotation.

Mr. Meen Foh Chai retires by rotation at this meeting and, being eligible, offers himself for re-election.

### D. RESOLUTION 3: Election of Mr. Manuel Sin as Independent Director.

According to the Company’s Bye-Law 19.4 (b), Mr. Manuel Sin, having been appointed by the Board of Directors of the Company since the last General Meeting, will retire and offer himself for election by Shareholders.

Mr. Manuel Sin was appointed as Independent Non-executive Director of the Company on 27 March 2015.

#### Profile of Mr. Manuel Sin is as follow:

Mr. Sin obtained Master of Engineering Management, Graduate Diploma of Banking and Finance and Bachelor of Mechanical Engineering from Curtin University of Technology, Western Australia. He is a Chartered Engineer, Chartered Environmentalist and Member of Society of Operations Engineers (SOE) in UK, Member of the Institution of Engineers in Australia, Registered Practicing Engineer of Lands, Public Works & Transport Bureau Macau (DSSOPT) and Council Member of the Macau Institution of Electrical and Mechanical Engineers (AEEMM). He is also Microsoft Certified System Engineer, System Administrator and Database Administrator.

Mr. Sin was a contracted engineer of Wallis Drilling Pty. Ltd., in Western Australia, involved in site operation and project development, design and implementation of mining equipment. He has 15 years of experience in oil and gas industry, mining and exploration, electromechanical engineering and information technology services. And is currently a responsible engineer for a multi-million international oil and gas infrastructure projects.

## E. RESOLUTION 4: Ratification of Prior Issue of Shares

On 19 June 2015, the Company issued 545,810,993 fully paid ordinary shares (54,581,099 Shares on a post-consolidation basis) at A\$0.02 per share to Jetwill Group Limited for the acquisition of 7.28% shares in Supreme Star Limited.

1. Pursuant to Listing Rule 7.4, where a company in general meeting ratifies a previous issue of securities which was made without shareholder's approval under Listing Rule 7.1 and the previous issue did not breach Listing Rule 7.1, those securities shall be treated as having been made with shareholder approval for the purpose of Listing Rule 7.1. By ratifying this issue, the Company will be able to retain the flexibility to issue securities up to the 15% annual capacity set out in Listing Rule 7.1.
2. Listing Rule 7.5 requires that the following information be provided to Shareholders:
  - (a) The number of securities issued was 545,810,993 Shares (54,581,099 Shares on a post-consolidation basis);
  - (b) The Shares were issued at A\$0.02 per Share;
  - (c) The Shares issued were all fully paid ordinary shares and rank equally with all of existing shares on issue;
  - (d) The Shares were allotted and issued to Jetwill Group Limited;
  - (e) The Shares were issued to purchase 7.28% shares in Supreme Star Limited;
  - (f) The Company will disregard any votes cast on Resolution 5 by Jetwill Group Limited and its associates and related parties. However the Company need not disregard vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. The Shares issued to Jetwill Group Limited was on a pre-consolidation basis. On 26 October 2015, the Company consolidated its Shares on a 10:1 basis.

## F. RESOLUTION 5: Approval for 10% Placement Capacity

### 1. General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 index and has a market capitalization of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Capacity. The exact number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below for details).

The effect of Resolution 5 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without subsequent Shareholder approval and without using the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

### 2. Description of Listing Rule 7.1A

#### (a) Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Capacity is subject to shareholder approval by way of a special resolution at an annual general meeting.

#### (b) Equity Securities

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

#### (c) Formula for calculating 10% Placement Capacity

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A: is the number of shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D: is 10%

E: is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

### 3. Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

#### (a) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weight average price (VWAP) of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph 3 (a) (i) date on which the Equity Securities are issued.

**(b) 10% Placement Period**

Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
  - (ii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),
- or such longer period if allowed by ASX (**10% Placement Period**).

**(c) Risk of voting dilution**

Any issue of Equity of Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are exercised).

There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placement under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0025 50% decrease in the Issue Price	\$0.005 Issue Price	\$0.010 100% increase in Issue Price
Current Variable "A" 1,619,239,281 Shares	10% Voting Dilution	161,923,928	161,923,928	161,923,928
	Funds Raised	404,809.82	809,619.64	1,619,239.28
50% Increase in Current Variable "A" 2,428,858,922 Shares	10% Voting Dilution	242,885,892	242,885,892	242,885,892
	Funds Raised	607,214.73	1,214,429.46	2,428,858.92
100% increase in Current Variable "A" 3,238,478,562 Shares	10% Voting Dilution	323,847,856	323,847,856	323,847,856
	Funds Raised	809,619.64	1,619,239.28	3,238,478.56

**The table has been prepared on the following assumptions:**

- (i) There are 1,673,820,380 Shares on issue as at the date of this Notice of Meeting.
- (ii) The issue price set out above is the closing price of the Shares on the ASX on 4 December 2015.
- (iii) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- (iv) The Company has issued Equity Securities in the 12 months prior to the Meeting that were issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- (v) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (vi) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- (vii) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (viii) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (ix) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

**(d) Purpose of Issue under 10% Placement Capacity**

The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued development of the businesses conducted by the Company and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

**(e) Allocation under the 10% Placement Capacity**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) alternative methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company including, but not limited to, the financial situation and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Capacity will be the vendors of the new assets or investments.

**(f) Previous approval under ASX Listing Rule 7.1A**

The Company has not previously obtained Shareholder approval under Listing Rule 7.1A and accordingly has not issued any Equity Securities pursuant to Listing Rule 7.1A in the 12 months preceding the date of the Annual General Meeting.

**(g) Voting Exclusion**

The Company will disregard any votes on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However the Company need not disregard vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

**G. RESOLUTION 6 to RESOLUTION 12 - Issue Share Options**

**1. RESOLUTION 6 – Issue Share Options to Mr. Mason Lam Mui Sang**

In recognition of the support and commitment of Mr. Mason Lam Mui Sang as Director of the Company, the Board recommends that as part of his incentive package, the shareholders approve to grant 1,500,000 share options to Mr. Mason Lam Mui Sang. In accordance with listing rules 10.13.3, the Company will issue the options no later than one month after the date of the meeting.

**Term of Share Options:-**

- (a) The above 1,500,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intend to use the shares proceed from the exercise of options as working capital of the Company.
- (b) In consideration of a nominal option fee of A\$10 paid by Mr. Mason Lam Mui Sang, Mr. Lam is entitled to subscribe for 1,500,000 options which will not be quoted and Mr. Lam is entitled to subscribe for 1,500,000 fully paid ordinary shares in the Company at an exercise price A\$0.006 per share.
- (c) The options vest absolutely in Mr. Lam on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1 July, 2016 and the expiry date 30 December, 2019.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30 December, 2019. A failure to exercise the option by the holder will result in the expiration of the options.
- (e) The Company will disregard any votes cast on Resolution 6, by Mr. Mason Lam Mui Sang and his associates and related parties. However the Company need not disregard a vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting in proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.
- (f) Pursuant to exception 14 of listing rule 7.2, if approval is given under listing rule 10.11, approval is not required under listing rule 7.1.

**2. RESOLUTION 7 – Issue Share Options to Mr. Meen Foh Chai**

In recognition of the support and commitment of Mr. Meen Foh Chai as Director of the Company, the Board recommends that as part of his incentive package, the shareholders approve to grant 1,000,000 share options to Mr. Meen Foh Chai. In accordance with

listing rules 10.13.3, the Company will issue the options no later than one month after the date of the meeting.

**Term of Share Options:**

- (a) The above 1,000,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intends to use the shares proceed from the exercise of options as working capital of the Company.
- (b) In consideration of a nominal option fee of A\$10.00 paid by Mr. Meen Foh Chai, Mr. Chai will be issued with 1,000,000 options which will not be quoted and Mr. Chai is entitled to subscribe for 1,000,000 fully paid ordinary shares in the Company at an exercise price A\$0.006 per share.
- (c) The options vest absolutely in Mr. Chai on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1 July, 2016 and the expiry date of 30 December, 2019.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30 December, 2019. A failure to exercise the option by the holder will result in the expiration of the options.
- (e) The Company will disregard any votes cast on Resolution 7 by Mr. Meen Foh Chai and his associates and related parties. However the Company need not disregard votes if it is cast by person as proxy for a person who is entitled to vote in accordance with the direction on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.
- (f) Pursuant to exception 14 of listing rule 7.2, if approval is given under listing rule 10.11, approval is not required under listing rule 7.1.

**3. RESOLUTION 8 – Issue Share Options to Mr. Manuel Sin**

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

**Term of Share Options:-**

- (a) The above 1,000,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intend to use the shares proceed from the exercise of options as working capital of the Company.
- (b) In consideration of a nominal option fee of A\$10 paid by Mr. Manuel Sin, Mr. Sin is entitled to subscribe for 1,000,000 options which will not be quoted and Mr. Sin is entitled to subscribe for 1,000,000 fully paid ordinary shares in the Company at an exercise price A\$0.006 per share.
- (c) The options vest absolutely in Mr. Sin on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1 July, 2016 and the expiry date 30 December, 2019.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30 December, 2019. A failure to exercise the option by the holder will result in the expiration of the options
- (e) The Company will disregard any votes cast on Resolution 8, by Mr. Manuel Sin and his associates and related parties. However the Company need not disregard a vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting in proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.
- (f) Pursuant to exception 14 of listing rule 7.2, if approval is given under listing rule 10.11, approval is not required under listing rule 7.1.

**4. RESOLUTION 9 – Issue Share Options to Mr. Stonely W. T. Sek**

In recognition of the support and commitment of Mr. Stonely W. T. Sek for his service since 1995 as Company Secretary of the Company, the Board recommends that as part of his incentive package, the shareholders approve to grant 1,000,000 share options to Mr. Stonely W. T. Sek. In accordance with listing rules 7.3, the Company will issue the options no later than one month after the date of the meeting.

**Term of Share Options:-**

- (a) The above 1,000,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intend to use the shares proceed from the exercise of options as working capital of the Company.
- (b) In consideration of a nominal option fee of A\$10 paid by Mr. Stonely W. T. Sek. Mr. Sek is entitled to subscribe for 1,000,000 options which will not be quoted and Mr. Sek is entitled to subscribe for 1,000,000 fully paid ordinary shares in the Company at an exercise price A\$0.006 per share.
- (c) The options vest absolutely in Mr. Sek on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1 July, 2016 and the expiry date of 30 December, 2019.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30 December, 2019. A failure to exercise the option by the holder will result in the expiration of the options.
- (e) The Company will disregard any votes cast on Resolution 9 by Mr. Stonely W. T. Sek and his associates and related parties. However the Company need not disregard vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**5. RESOLUTION 10 – Issue Share Options to Ms. Wong Wan Sin**

In recognition of the support and commitment of Ms. Wong Wan Sin for her service as Administration Officer of the Company, the Board recommends that as part of her incentive package, the shareholders approve to grant 800,000 share options to Ms. Wong Wan Sin. In accordance with listing rules 7.3, the Company will issue the options no later than three months after the date of the meeting.

**Term of Share Options:-**

- (a) The above 800,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intend to use the shares proceed from the exercise of options as working capital of the Company.
- (b) In consideration of a nominal option fee of A\$10 paid by Ms. Wong Wan Sin. Ms. Wong is entitled to subscribe for 800,000 options which will not be quoted and Ms. Wong is entitled to subscribe for 800,000 fully paid ordinary shares in the Company at an exercise price A\$0.006 per share.
- (c) The options vest absolutely in Ms. Wong on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1 July, 2016 and the expiry date of 30 December, 2019.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30 December, 2019. A failure to exercise the option by the holder will result in the expiration of the options.
- (e) The Company will disregard any votes cast on Resolution 10 by Ms. Wong's associates and related parties. However the Company need not disregard vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**6. RESOLUTION 11 – Issue of Share Options to Ms. Kwong Yuk Ping**

In recognition of the support and commitment of Ms. Kwong Yuk Ping for her service as Financial Officer of the Company, the Board recommends that as part of her incentive package, the shareholders approve to grant 600,000 share options to Ms. Kwong Yuk Ping. In accordance with listing rules 7.3, the Company will issue the options no later than three months after the date of the meeting.

**Term of Share Options:-**

- (a) The above 600,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intend to use the shares proceed from the exercise of options as working capital of the Company.
- (b) In consideration of a nominal option fee of A\$10 paid by Ms. Kwong Yuk Ping. Ms. Kwong is entitled to subscribe for 600,000 options which will not be quoted and Ms. Kwong is entitled to subscribe for 600,000 fully paid ordinary shares in the Company at an exercise price A\$0.006 per share.
- (c) The options vest absolutely in Ms. Kwong on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1 July, 2016 and the expiry date of 30 December, 2019.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30 December, 2016. A failure to exercise the option by the holder will result in the expiration of the options.
- (e) The Company will disregard any votes cast on Resolution 11 by Ms. Kwong's associates and related parties. However the Company need not disregard vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**7. RESOLUTION 12 –Issue of Share Options to Ms. Yang Shiyi**

In recognition of the support and commitment of Ms. Yang Shiyi for her service as Legal Officer of the Company, the Board recommends that as part of her incentive package, the shareholders approve to grant 600,000 share options to Ms. Yang Shiyi. In accordance with listing rules 7.3, the Company will issue the options no later than three months after the date of the meeting.

**Term of Share Options:-**

- (a) The above 600,000 unquoted options once exercised for shares, the shares will rank pari passu with shares currently on issue. The Company intend to use the shares proceed from the exercise of options as working capital of the Company.
- (b) In consideration of a nominal option fee of A\$10 paid by Ms. Yang Shiyi. Ms. Yang is entitled to subscribe for 600,000 options which will not be quoted and Ms. Yang is entitled to subscribe for 600,000 fully paid ordinary shares in the Company at an exercise price A\$0.006 per share.
- (c) The options vest absolutely in Ms. Yang on payment of option fee and on the execution of the option deed. The options granted are exercisable at any time between 1 July, 2016 and the expiry date of 30 December, 2019.
- (d) The options must be exercised before the expiry date specified in the option deed, which is 30 December, 2019. A failure to exercise the option by the holder will result in the expiration of the options.
- (e) The Company will disregard any votes cast on Resolution 12 by Ms. Yang's associates and related parties. However the Company need not disregard vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**H. RESOLUTION 13 – Change of Company Name**

To better reflect the Company's business development and direction, the Board recommends the change of the name of the Company to Great Mars Holdings Limited 利星控股有限公司 or other approved names. With the passing of this resolution, the Directors shall have the power to change the name of the Company at a time appropriate and to a name that will be approved by the authorities in Australia and in Bermuda.

If Resolution 13 is passed, the change of name will take effect when the Bermuda Registrar of Companies alters the details of the Company's registration. The Company's Australian Securities Exchange listing code may also change from 'AAK' to an alternative listing code that will be announced by the Company prior to the Company's re-quotation on the official list of ASX.

To be effective, this resolution must be passed as a special resolution which requires 75% of votes cast on the resolution to be in favour.

# AUSTRALIA CHINA HOLDINGS LIMITED

(ARBN 067 993 506)

Registered Office : Williams House, 4<sup>th</sup> Floor, 20 Reid Street, Hamilton HM 11, Bermuda  
Australia Office : 28 Bangalla Road, Rose Bay, NSW 2029, Australia  
E-mail address: sec@aakch.com Fax Number: (02) 9262 3912  
Australia Share : Advanced Share Registry Services Limited  
Registry 110 Stirling Highway, Nedlands, WA 6009, Australia  
Place of Meeting: Room 811, 8/F, Tai Fung Bank Building, No. 296-361 Av. de Almeida Ribeiro, Macau

## PROXY FORM

The Company Secretary

28 Bangalla Road, Rose Bay,

N.S.W. 2029, Australia

Facsimile : (02) 9262 3912

Email : sec@aakch.com

I/We (full name) \_\_\_\_\_

of (address) \_\_\_\_\_

being the registered holder of \_\_\_\_\_ fully paid ordinary shares in

Australia China Holdings Limited hereby appoint \_\_\_\_\_

of (address) \_\_\_\_\_

in respect of all the above number of shares held or, failing him/her the Chairperson of the Meeting as my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held at Room 811, 8/F Taifung Bank Building, No. 296-361, Av. de Almeida Ribeiro, Macau on 31 December 2015 at 11:00 am Beijing Time (2:00 pm Australian Eastern Summer Time) and at any adjournment hereof.

### Instructions as to Voting

If you wish to direct your proxy how to vote with respect to any or all of the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a mark in the appropriate **FOR**, **AGAINST** or **ABSTAIN** boxes adjacent to the resolutions as listed below.

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



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

Resolutions		For	Against	Abstain
1	Re-appointment of Kee Partners as Auditors			
2	Re-election of Mr. Meen Foh Chai as Executive Director			
3	Election of Mr. Manuel Sin as Independent Director			
4	Ratification of Prior Issue of Shares			
5	Approval for 10% Placement Capacity			
6	Issue share options – Mr. Mason Lam Mui Sang			
7	Issue share options – Mr. Meen Foh Chai			
8	Issue share options – Mr. Manuel Sin			

9	Issue share options – Mr. Stonely W.T. Sek			
10	Issue share options – Ms. Wong Wan Sin			
11	Issue share options – Ms. Kwong Yuk Ping			
12	Issue share options – Ms. Yang Shiyi			
13	Change of Company Name			

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

**Appointment of second Proxy (See Instructions)**

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

**PLEASE SIGN HERE**

This section must be signed in accordance with the instructions attached to enable your directors to be implemented.

**If the member is an individual or joint holder:**

Signed:

Signed:

Dated:

2015

**If the member is a Company:**

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

Director:

Director/Secretary\*:

Dated:

2015

\*Delete as appropriate

**NOTES**

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specified number of the member's voting shares (as indicated on the form). If no number is specified each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a certified copy of that authority is deposited at Australia China Holdings Limited office, 28 Bangalla Road, Rose Bay, N.S.W. 2029, Australia or successfully transmitted by facsimile to (02) 9262 3912 or by email to sec@aakch.com, not later than 11:00 am (Beijing Time), 2:00 pm (Australian Eastern Summer Time), on Tuesday 29 December 2015.
5. If the member is a company it may appoint a proxy by executing the proxy form in accordance with its Constitution and the proxy form must be properly executed.
6. In event that the member does not name a proxy, the Chairperson of the meeting will be appointed as the proxy. Please note that the Chairperson intends to vote **FOR** the resolutions if no voting directions are given. The proxy votes will count despite any interest the Chairperson may have in the outcome that would normally result in his votes being disregarded.
7. In the event that the member does not indicate the number of shares to be voted by the proxy, all of the member's shares shall be voted by the proxy.