

## Notice of 2016 Annual General Meeting

**NOTICE** is hereby given that the 2016 Annual General Meeting of 99 Wuxian Limited, ARBN 164 764 729, Hong Kong Company Number 1903220 ("the Company") will be held at 10:30am (Sydney, Australia time), on Thursday 30 June 2016, at Yuan Room, Level 2, 3 Spring Street, Christie Conference Centre, Sydney, NSW 2000

If you are unable to attend the meeting, we encourage you to complete and return the enclosed CDI Voting Form. The completed CDI Voting Instruction Form needs to be received at the address shown on the Form not less than 72 hours before the time fixed for the Meeting or an adjournment thereof, being no later than 10:30am (Sydney, Australia Time)(08:30am Hong Kong time) on Monday, 27 June 2016.

### BUSINESS

#### 1. 2015 Financial Statements

To receive and consider the financial statements, the reports of the Directors and Auditors and other documents required to be annexed to the financial statements for the period ended 31 December 2015 and as lodged with Australian Securities Exchange (ASX).

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

#### 2. Remuneration of Directors

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

*"Subject to not increasing the total aggregate amount of Director fees payable to all non-executive Directors (previously approved at the 2014 Annual General Meeting), that for the purpose of Article 71(e) of the Articles of Association, the Directors, with the advice from the remuneration committee, be authorized to fix the remuneration of the Directors for the year ending 31 December 2016."*

#### 3. Re-election of Director – Mr. Chen Dihao

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

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

#### 4. Re-election of Director – Mr. Duan Yong Kuan

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

*"That Mr Duan Yong Kuan (Non-Executive Director) retires as a Director in accordance with Article 105 and 109 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is re-elected as a Director of the Company."*

#### 5. Re-appointment of Auditors

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

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

## 6. General Mandate to Issue and Allot New Shares

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

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

### NOTES

#### (i) Voting entitlements

The directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting and CDI holding of CDI holders will be taken to be held by the persons who are registered as members at 7:00pm (Sydney Time) 5:00pm (Hong Kong Time) on Monday, 27 June 2016. Accordingly transfers registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

#### (ii) Proxy voting by holder of ordinary shares

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of the Company, 27/F, Alexandra House, 18 Chater Road, Central, Hong Kong or fax number (852) 2803 3618 by no later than 8:30am Hong Kong time (10:30am Sydney Time) on Tuesday 28 June 2016.

#### (iii) Proxy voting by holder of CDIs

Holders of CDIs are invited to attend the meeting. CDI holders may complete, sign and return the enclosed CDI Voting Instruction Form to Computershare Investor Services Pty Limited, at GPO Box 242, Melbourne, Victoria, 3001 Australia (free fax number within Australia: 1800 783 447 or outside Australia: +61 3 9473 2555) in order to direct CHESS Depositary Nominees Pty Ltd. ("CDN") to vote the relevant underlying Ordinary Shares on his or her behalf or may instruct CDN to appoint such CDI holder or his or her nominee as proxy to vote the Ordinary Shares underlying the CDIs in person at the meeting. In either case, the CDI Voting Instruction Form needs to be received at the address shown on the Form before the time fixed for the Meeting or an adjournment thereof, being no later than 10:30am (Sydney Time)(08:30am Hong Kong time) on Monday, 27 June 2016.

By order of the Board

### Explanatory Statement

This explanatory statement accompanies the 2016 Annual General Meeting of 99 Wuxian Limited ARBN 164 764 729 ("the Company") to be held at 10:30am (Sydney time), on Thursday, 30 June 2016 at Yuan Room, Level 2, 3 Spring Street, Christie Conference Centre, Sydney, NSW 2000.

### Item 1: 2015 Financial Statements

This item gives shareholders an opportunity to ask questions with respect to the financial statements, the reports of the Directors and Auditors and other documents required to be annexed to the financial statements for the period ended 31 December 2015 (**Statements and Reports**).

The Statements and Reports have been filed on the ASX electronic filing system for Market Announcements, and are available on the Company website [www.99wuxian.com](http://www.99wuxian.com).

### Item 2: Remuneration of Directors

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

Item 2 seeks approval from the shareholders for authorizing the Directors with the advice from the remuneration committee to fix the remuneration of the directors for the year ending 31 December 2016.

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

### Item 3 & 4: Election of Directors

Pursuant to both the ASX Listing Rules and the Articles of Association, every Directors, shall be subject to retirement by rotation at least once every three years. Clause 105(A) of the Articles of Association requires one-third of the Directors to retire at each annual general meeting of the Company. Mr David Chen and Mr Yong Kuan Duan with the agreement of all the Directors offered themselves for retirement and re-election at the 2016 Annual General Meeting. The resumes of the directors are as follows:

Name and Role	Experience and Special Responsibilities
Mr. Chen Dihao Executive Director	Mr Chen is Vice President of 99wuxian and is responsible for the m-commerce business development. He graduated from Guangzhou University with a Bachelor of Foreign Trade. Prior to 99wuxian, he worked in advertising and marketing, and held positions with CETV, Leo Burnett and Dentsu Y&R. Mr Chen has more than 20 years advertising and marketing experience and developing good relationships with Chinese Banks.
Mr Duan Yong Kuan Non-Executive Director  Member of Audit and Risk Management Committee  Member of Remuneration and Nomination Committee	Mr Duan has extensive banking experience in China, and was employed in senior positions by the Bank of China from 1984 to 2009. During his employment he served as President of Shenzhen Branch, Zhejiang Province Branch, and Anhui Province Branch. Prior to those positions he was Deputy Managing Director of Nanyang Commercial Bank (Bank of China Hong Kong), a Director of International Settlement Department in Hefei (Anhui Province Branch) and served in the General Office of the People's Government of Anhui Province. Mr Duan is also an independent director of Ping An Bank, Sinosteel Corporation, and FAW Group.

### Item 6: General Mandate to Issue and Allot New Shares

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

The resolution contained in Item 6 allows the Directors to issue further unissued shares in the capital of the Company. This resolution is, however, subject to the ASX Listing Rules and, in particular to:

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