



AFT CORPORATION LTD

ABN 33 004 701 062

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY MEMORANDUM AND PROXY FORM

Date of Meeting
Tuesday 31 May 2011

Time of Meeting
10.00am (EST)

Place of Meeting
**Office of Grant Thornton
Level 17, 383 Kent St
Sydney NSW 2000**

AFT CORPORATION LTD
ABN 33 004 701 062
(Company)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of the Company will be held at:

The Offices of Grant Thornton, Level 17 383 Kent St, Sydney NSW 2000

on

Tuesday, 31 May 2011 at 10.00am

An Explanatory Memorandum containing information in relation to each of the resolutions to be put to the Meeting accompanies this Notice.

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, it has been determined that shares in the Company will be taken to be held by the persons who are registered holders as at 8.00am (EST) on Monday, 30 May 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If you wish to vote on the resolutions contained in this notice, you should either attend the Meeting in person, or appoint a proxy or proxies to attend on your behalf. To be valid, Proxy Forms must be completed and returned to the Company no later than 10.00am (EST) Sunday, 29 May 2011.

A body corporate may appoint a representative to attend in accordance with the Corporations Act. An executed notice evidencing the appointment of the person attending as a body corporate representative is required when registering at the Annual General Meeting if not previously lodged with the Company.

Refer to the instructions on the enclosed proxy form in relation to the appointment of proxies.

AGENDA

To consider and, if thought fit, to pass the following resolutions:-

ORDINARY BUSINESS

2010 Accounts

To receive and consider the Directors' report and statement of financial performance for the year ended 31 December 2010, the statement of financial position at that date, the Auditors' report and the Directors' declaration on the accounts.

Non-binding Ordinary Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution (advisory vote only):

"That pursuant to and in accordance with section 250R (2) of the Corporations Act the Remuneration Report contained within the Directors' Report be adopted."

Ordinary Resolution 2: Re-Election of Mr Xiao Dong (John) Zhang as a Director of the Company

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

"That Mr Xiao Dong (John) Zhang, a director retiring by rotation in accordance with the Company's Constitution, is re-elected as a director of the Company."

SPECIAL BUSINESS

Ordinary Resolution 3: Approval of the amended AFT Corporation Ltd Employee Loan Plan for all purposes including Sections 259B and 260C(4) of the Corporations Act

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

“That the amended AFT Corporation Ltd Employee Loan Plan described in the Explanatory Memorandum to this notice of meeting is approved for all purposes including for the purposes of:

1. section 259B of the Corporations Act to permit the Company taking security over shares in the Company under the Loan Plan; and
2. section 260C(4) of the Corporations Act to permit the Company to provide financial assistance to persons for the purposes of acquiring shares in the Company under the Loan Plan.”

Ordinary Resolution 4: Approval of the issue of shares under the amended AFT Corporation Ltd Employee Loan Plan pursuant to Listing Rule 7.2 exception 9 of the Listing Rules of ASX Limited

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

“That approval is given, pursuant to Listing Rule 7.2 exception 9 of the Listing Rules of ASX Limited, for the issue of shares under the terms of the amended AFT Corporation Ltd Employee Loan Plan as described in the Explanatory Memorandum to this notice of meeting.”

Ordinary Resolution 5: Approval of the participation in the AFT Corporation Ltd Employee Loan Plan by Executive Directors

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

- 5.1 "That approval is given for the purposes of Rule 10.14 of the Listing Rules of ASX Limited for the Managing Director, Mr Stone H Wang or an associate, to acquire shares in the Company under the terms of the AFT Corporation Ltd Employee Loan Plan as described in the Explanatory Memorandum to this notice of meeting."
- 5.2 "That approval is given for the purposes of Rule 10.14 of the Listing Rules of ASX Limited for the Director Mr Xiao Dong (John) Zhang or an associate, to acquire shares in the Company under the terms of the AFT Corporation Ltd Employee Loan Plan as described in the Explanatory Memorandum to this notice of meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolutions 3 & 4 by:

- any director of the Company (except a director who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- any of their associates.

The Company will disregard any votes cast on Resolutions 5.1 & 5.2 by:

- any director of the Company (except a director who is ineligible to participate in any employee incentive scheme in relation to the Company) and, if ASX Limited has expressed an opinion under rule 10.14.3 that approval is required for participation in the Employee Option Plan by anyone else, that person; and
- any of their associates.

However the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

By Order of the Board

M WATSON

Company Secretary

Dated: 21 April 2011

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company. The Directors of the Company (**Directors**) recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Annual General Meeting:

Non-Binding Ordinary Resolution 1: Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, a resolution adopting the Remuneration Report contained within the Directors' Report must be put to a vote.

Shareholders are advised that pursuant to section 250R(3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out within the Director's Report at pages 15 to 19. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive and non-executive Directors and senior executives of the Company;
- sets out remuneration details for each Director and the 4 most highly remunerated senior executives of the Company;
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company; and
- provides an explanation of share based compensation payments for each Director and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Ordinary Resolution 2: Re-Election of Mr Xiao Dong (John) Zhang as a Director of the Company

Section 3.6(a) of the Company's Constitution provides that at the Annual General Meeting of the Company, one third of the Directors shall retire from office. Accordingly, Mr Xiao Dong (John) Zhang, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company. Information about Mr Zhang is set out on page 12 of the Company's 2010 Annual Report.

The Board (with Mr Xiao Dong (John) Zhang abstaining) recommends that shareholders vote in favour of this resolution.

Ordinary Resolution 3: Approval of amended 2011 AFT Corporation Ltd Employee Loan Plan for all purposes including Sections 259B and 260C(4) of the Corporations Act

Ordinary Resolution 4: Approval of 2011 AFT Corporation Ltd Employee Loan Plan for the purposes of pursuant to Listing Rule 7.2 exception 9 of the Listing Rules of the ASX Limited

Shareholders of the Company approved an employee incentive scheme known as the AFT Corporation Ltd Employee Loan Plan (**Loan Plan**) in 2008. The approved Loan Plan provides that shares issued under the Loan Plan shall not exceed 15% of the issued share capital of the Company. Subject to the receipt of necessary shareholder approvals, the Board of the Company has approved

amending the Loan Plan so that the Company can issue shares under the Loan Plan representing up to 20% of the issued share capital of the Company.

Resolution 3 in this notice of meeting seeks approval of the amended Loan Plan for all purposes including for the purposes of permitting the Company to:

- take security over shares in the Company under the amended Loan Plan for the purposes of sections 259B(2) of the Corporations Act; and
- provide financial assistance to persons for the purpose of acquiring shares in the Company under the amended Loan Plan for the purposes of section 260C(4) of the Corporations Act.

Resolution 4 is proposed to exempt an issue of shares under the Loan Plan from the requirements of ASX Listing Rule 7.1 under Exception 9 in ASX Listing Rule 7.2. As a result, the issue of shares under the Loan Plan issued in the next 3 years will not count towards the 15% limit of shares that may be issued in any 12 month period.

Background to the Loan Plan

The purpose of the Loan Plan is to better align the interests of shareholders and the employees and certain directors of AFT Corporation Ltd (**Employees**) by linking the rewards of Employees to the long-term success of the Company. The Loan Plan will facilitate a comprehensive remuneration strategy for the Employees.

The Board believes the Loan Plan will: i) create a stronger link between the shareholders, the Employees and the Company's overall financial performance as reflected by the performance of the Company's shares; ii) provide a direct remuneration linkage between any dividends received by shareholders and the rewards of Employees; and iii) increase productivity through increased participation in the Company by the Employees as shareholders.

A summary of the terms of the Loan Plan is set out below. The full Loan Plan Rules are available upon request from the Company Secretary. The terms of the amended Loan Plan are identical to the Loan Plan approved in 2008 except that the maximum number of shares that can be issued in the Loan Plan has been increased from 15% to 20%.

Eligibility

The Board may from time to time invite Employees to participate in the Loan Plan and acquire shares in the Company. Employees will acquire no shares under the Loan Plan unless the requirements of the ASX Listing Rules have been complied with.

Maximum number of shares that can be issued

The maximum number of shares subject to the Loan Plan rules shall not exceed 20% of the issued capital of the Company.

Manner of acquisition

Employees may be invited to subscribe for new shares in the capital of the Company. Generally, shares will be issued to the Employees at an issue price set by the Board with reference to the market price at the date of the allocation, being the weighted average price at which those shares were traded on the ASX over the one week period before the date of allocation and if there were no transactions on the ASX during that one week period, the last price at which an offer was made on the ASX in that period to buy such a share. A Company provided loan as outlined below would fund the acquisition cost of the shares. The shares will be registered in the name of the Employees, but will remain subject to restrictions on dealing as specified by the Board (which may include applying a holding lock to the shares) until the Employees become entitled to withdraw the shares from the Loan Plan (see below).

Performance hurdles

The Board may specify the performance hurdles that will generally need to be satisfied before the Employees may withdraw their shares from the Loan Plan. Performance hurdles may include minimum tenure periods and performance criteria specified by the Board at the time of the invitation.

Generally, provided any loans outstanding have been repaid, the Employees may withdraw their shares from the Loan Plan once the applicable performance hurdles have been satisfied.

In certain special circumstances (including if an Employee dies, becomes totally and permanently disabled (in the opinion of the Board), reaches normal retirement age or if the Board determines that a change of control of the Company has occurred or is likely to occur (for example, because the Company is subject to a takeover bid, proposes to enter into a scheme of arrangement or is to be wound up), the Rules permit the Employee (or his/her legal personal representative (as the case may be)) to withdraw from the Loan Plan all of the Employee's shares that remain subject to the performance hurdles.

Loan and security

The Company may extend a loan to enable the Employees to acquire shares under the Loan Plan as determined by the Board. Generally speaking, the loan is repayable within five years unless one of the following events occurs first in which case the loan will become repayable within 28 days of the occurrence of: i) the dismissal of the Employee; ii) the acceptance of the resignation of the Employee by the Company or any subsidiary of the Company; iii) failure to satisfy the performance hurdles (as specified by the Board at the time of the invitation); iv) death or retirement of the Employee; or v) termination of the employment of the Employee otherwise than by way of dismissal or resignation.

Loans under the Loan Plan are limited recourse in nature, which means that if at the date that the loan becomes repayable, the Employee's shares are worth less than the outstanding balance of the loan, the Company cannot recover the difference from the Employee. If at the date that the loan becomes repayable the proceeds of sale of the shares exceeds the total amount of the loan owing to the Company by the Employee, then subject to satisfaction of any performance hurdles, the surplus proceeds shall be paid by the Company to the Employee. Interest will not be payable on the outstanding balance of the loan.

As security for the loan, the Employee will pledge the shares acquired under the Loan Plan to the Company at the time the financial assistance is provided and will grant a charge over any benefits attributable to those shares, including bonus shares, rights and dividends. Under the terms of the loan, the Employee authorises and directs the Company to: i) sell, if possible, any rights or other tradeable benefits attributable to the shares held by the Employee under the Loan Plan and pay the proceeds to the Company in reduction of the outstanding balance of the Employee's loan; ii) with the exception of dividends, pay any other payments attributable to Loan Plan shares or any associated bonus shares, including any capital repayment, to the Company in reduction of the outstanding balance of the Employee's loan; and iii) hold any bonus shares as security until the performance hurdles have been satisfied and the loan is repaid in full.

Loans or other financial assistance will only be extended to the Employees as permitted by the Corporations Act. Dividends on the shares the subject of the Loan Plan will be paid to the Employees' nominated bank accounts.

Forfeiture and buy-back

If the performance hurdles specified by the Board are not satisfied or should the Employees not elect to take up their shares, the Employees will generally forfeit their shares. In these circumstances, the Company will (subject to compliance with the Corporations Act and the ASX Listing Rules) buy-back the shares for the value of the outstanding loan. Shares bought back by the Company will be cancelled.

Voting

The Employees may exercise their right to vote in accordance with voting rights attached to their shares acquired under the Loan Plan at meetings of shareholders of the Company.

Expenses of the Plan

The Company will meet the ongoing administration expenses of the Loan Plan. The Employees will meet all outgoings and expenses in selling or otherwise dealing with their shares.

The Directors (with Mr Stone H Wang and Mr Xiao Dong (John) Zhang abstaining) recommend you vote in favour of these resolutions.

Ordinary Resolutions 5.1 & 5.2: Approval of the participation in the AFT Corporation Ltd Loan Plan by Directors

Under ASX Listing Rule 10.14, a director of the Company may not acquire securities under the Loan Plan without shareholder approval. The Board seeks approval from shareholders for the acquisition and issue shares under the Loan Plan, as outlined below, as a suitable long term incentive for Mr Stone H Wang and Mr Xiao Dong (John) Zhang.

The Board (with Mr Stone H Wang and Mr Xiao Dong (John) Zhang abstaining) believes it is appropriate that Mr Stone H Wang, Managing Director, and Mr Xiao Dong (John) Zhang, Director, be entitled to acquire shares under the Loan Plan. The Board believes that the Loan Plan will complement the Company's remuneration strategy, which involves base remuneration (fixed remuneration, superannuation and other benefits) and a long-term incentive.

Mr Stone H Wang and Mr Xiao Dong (John) Zhang are both directors of the Company.

It is proposed that shareholders approve the potential acquisition by, and issue to, Mr Stone H Wang of a maximum of 660,000,000 shares under the Loan Plan as part of his remuneration as a Director of the Company over the next 3 years. Of this amount:-

- on 6 April 2011, the Board announced its intention to enable Mr Stone H Wang to acquire 300,000,000 shares for \$0.001 per share under the Loan Plan. Subject to receipt of shareholder approval, these 300,000,000 shares would be issued promptly following the meeting and, in any event no later than 3 years from the date of the meeting. These 300,000,000 shares will vest 12 months from allocation contingent upon Mr Stone H Wang continuing to remain employed by the Company. The Company will loan Mr Stone H Wang \$300,000 in connection with the acquisition of these shares in accordance with the terms of the Loan Plan as summarised above.
- the balance of 360,000,000 shares for which approval is sought, may be acquired by, Mr Stone H Wang under the Loan Plan within 3 years from the date of the meeting if approved by the Board as part of Mr Stone H Wang's remuneration. The issue price for these shares will be set by the Board at the relevant time with reference to the market price at the date of the allocation, being the weighted average price at which those shares were traded on the ASX over the one week period before the date of allocation and if there were no transactions on the ASX during that one week period, the last price at which an offer was made on the ASX in that period to buy such a share. The Company may extend a loan to Mr Stone H Wang for the acquisition of any of these shares as determined by the Board, in accordance with the Loan Plan as summarised above.

It is proposed that shareholders also approve the potential acquisition by Mr Xiao Dong (John) Zhang of 220,000,000 shares under the Loan Plan as part of his remuneration as a Director. On 6 April 2011, the Board announced its intention to enable Mr Xiao Dong (John) Zhang to acquire 220,000,000 shares for \$0.001 per share under the Loan Plan. Subject to receipt of shareholder approval, these 220,000,000 shares would be issued promptly following the meeting and, in any event no later than 12 months from the date of the meeting. These 220,000,000 shares will vest 12 months from allocation contingent upon Mr Xiao Dong (John) Zhang continuing to remain employed by the Company. The Company will loan Mr Xiao Dong (John) Zhang \$220,000 in connection with the acquisition of these shares in accordance with the terms of the Loan Plan as summarised above.

Since the last approval to issue shares to Directors at the 2008 annual general meeting, the Company issued:

- 360,000,000 shares to Mr Stone H Wang, the managing director, at an issue price of \$0.001 per share on 24 October 2008 and a further ; and
- 105,000,000 shares to Mr Raymond Seeto at an issue price of \$0.001 per share on 24 October 2008. Mr Seeto was a director at the time of issue but has subsequently ceased as a director. Following his cessation as a director, the Company bought back and cancelled the 105,000,000 shares that had been acquired by Mr Seeto under the loan plan.

All directors are entitled to participate in the Loan Plan being Mr Stone H Wang, Mr Xiao Dong (John) Zhang and Mr Neil Bourne.

Details of any securities issued under the Loan Plan will be published in each annual report of the Company relating to a period in which the securities have been issued, and that if applicable, approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons to whom rule 10.14 applies, who become entitled to participate in the Loan Plan after resolution 5 is approved and who are not named in the Notice of Annual General Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

The Directors (with Mr Stone H Wang and Mr Xiao Dong (John) Zhang abstaining) recommend you vote in favour of these resolutions.



FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Australia



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.00am EST
SUNDAY 29 MAY 2011

TO VOTE ONLINE

Reference Number:

Please note it is important you keep this confidential



STEP 1 : VISIT www.registries.com.au/vote/aftagm2011

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC:

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two 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 telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

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

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting being held at **10.00am on Tuesday 31 May 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged :

BY MAIL - Share Registry – Registries Limited, GPO Box 3993,
Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Registries Limited,
Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at: www.registries.com.au/vote/aftagm2011
or turnover to complete the Form →

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

AFT CORPORATION LTD

STEP 1 - Appointment of Proxy

I/We being a member/s of **AFT Corporation Ltd** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of AFT Corporation Ltd to be held at the Office of Grant Thornton, Level 17, 383 Kent Street, Sydney, NSW 2000 on Tuesday 31 May 2011 at 10.00am EST Time** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Xiao Dong (John) Zhang as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the amended AFT Corporation Limited Employee Loan Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of shares under the amended AFT Corporation Limited Employee Loan Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.1	Approval of the participation in the AFT Corporation Limited Employee Loan Plan by Mr Stone H Wang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.2	Approval of the participation in the AFT Corporation Limited Employee Loan Plan by Mr Xiao Dong (John) Zhang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*If you mark the Abstain box for a particular item, 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.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / / 2011