

**This is an important document.  
Please read it carefully.**

If you are unable to attend the Annual General Meeting, please complete the proxy form enclosed, and return it in accordance with the instructions set out on that form. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor, stockbroker or other professional adviser without delay.

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**Mazu Alliance Limited**  
ACN 077 226 183

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**Notice of Annual General Meeting  
and Explanatory Statement**

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**For the Annual General Meeting to be held on  
Monday, 21 March 2016 at 9:00am (AEDT) at  
DFK Richard Hill  
Level 2, 32 Martin Place, Sydney NSW 2000**

# Time and Place of Meeting and How to Vote

## Venue

The 2015 Annual General Meeting of Shareholders of Mazu Alliance Limited ACN 077 226 183 ("Company") will be held at and on the following place, date and time:

DFK Richard Hill  
Level 2, 32 Martin Place  
Sydney NSW 2000

Commencing at:  
9:00am (AEDT)  
on Monday, 21 March 2016.

## How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

## Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 9:00am.

## Voting by Proxy

Please note that:

1. a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
2. a proxy need not be a member of the Company;
3. a Shareholder may appoint a body corporate or an individual as its proxy;
4. a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
5. Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. Where the proportion is not specified, each proxy may exercise half the votes.

**Your proxy form is enclosed. Information on completing the enclosed proxy form is contained on the Proxy Form and in the Explanatory Statement. To vote by proxy, please complete and sign this Proxy Form as soon as possible and either send the proxy:**

- by facsimile to the Company Secretary on facsimile number +61 8 9315 2233; or
- by post to PO Box 535, Applecross WA 6953; or
- by delivery to Security Transfer Registrars, 770 Canning Highway, Applecross WA 6153

so that it is received not later than 9:00am (AEDT) on Saturday, 19 March 2016.

## Voting by Authorised Representative

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate of a letter executed in accordance with the Corporations Act authorising that person to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

## Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Company has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 9:00am (AEDT) on Saturday, 19 March 2016. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

# Mazu Alliance Limited

ACN 077 226 183

## Notice of Annual General Meeting

### Notice

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting of Mazu Alliance Limited ("Company") will be held at 9:00am (AEDT) on Monday, 21 March 2016, at DFK Richard Hill, Level 2, 32 Martin Place, Sydney NSW 2000.

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

### Agenda

THE BUSINESS OF THE MEETING will be conducted according to the following agenda:

#### 1. Receipt of Accounts and Reports

To receive and consider the financial position and performance statements of the Company for the year ending 30 June 2015, together with the consolidated accounts of the economic entity and the reports of the Directors and Auditor thereon, in accordance with the Corporations Act 2001 (Cth) ("Corporations Act").

#### 2. Adoption of the Remuneration Report

To consider and, if thought fit, pass with or without amendment the following resolutions as ordinary resolutions:

##### Resolution 1

"That, for the purpose of section 250R(2) of the Corporations Act and all other purposes, the Remuneration Report of the Company and the entities it controlled for the year ended 30 June 2015 be adopted."

Note: The vote on Resolution 1 is advisory only under section 250R(3) of the Corporations Act and does not bind the Directors or the Company.

#### 3. Election and re-election of Directors

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

##### Resolution 2

"That, in accordance with Article 14.2 of the Company's Constitution and for all other purposes, having resigned

as a director and being eligible, Mr Huichun Xu be re-elected as a Director of the Company."

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

##### Resolution 3

"That, in accordance with Article 14.2 of the Company's Constitution and for all other purposes, having resigned as a director and being eligible, Ms Yuling Xu be re-elected as a Director of the Company."

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

##### Resolution 4

"That, in accordance with Article 14.4 of the Company's Constitution and for all other purposes, having been appointed as a director and being eligible, Mr Qinghuo Huang be elected as a Director of the Company."

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

##### Resolution 5

"That, in accordance with Article 14.4 of the Company's Constitution and for all other purposes, having been appointed as a director and being eligible, Mr Hong Wei be elected as a Director of the Company."

#### 4. General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporations Act.

## **Voting Prohibition Statement Resolution 1 (Item 2)**

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A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:


- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Dated the 21<sup>st</sup> day of February 2016

By order of the Board



**Raymond Taylor**  
**Company Secretary**

# **Mazu Alliance Limited**

**ACN 077 226 183**

## **Explanatory Statement for Resolutions to be put to the Annual General Meeting**

### **Ordinary Business**

#### **1. ITEM 1 – RECEIPT OF ACCOUNTS AND REPORTS**

**1.1.** The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report to be laid before the meeting. There is no requirement in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these Reports. Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these Reports and on the business, operations and management of the Company.

**1.2.** A representative of the Auditor of the Company, DFK Richard Hill, is required to attend the meeting and will be available to take shareholders' questions and comments about the conduct of the audit, and the preparation and content of the Auditor's Report. Shareholders may forward written questions to the Auditor on these matters for response at the meeting. These should be mailed to the Company Secretary, Mazu Alliance Limited, PO Box 212, Bondi NSW 2026, and may be submitted up to 5 business days before the meeting. The Company is required by law to forward all questions to the Auditor and the Auditor is required to prepare a list of questions that the Auditor considers are relevant to the conduct of the audit and the content of the Auditor's Report. The Auditor may omit questions that are the same in substance as other questions and questions that are not received in a timely manner. At the meeting, the Chairman will give the Auditor a reasonable opportunity to answer the questions on the question list. Copies of the list of questions will be available at the meeting.

**1.3.** The Auditor of the Company will also be available to take shareholders' questions at the meeting regarding accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audits.

#### **2. ITEM 2 - ADOPTION OF THE REMUNERATION REPORT Resolution 1**

**2.1.** The Company had no changes to its remuneration policy for the year ending 30 June 2015.

**2.2.** For the 2015-2016 financial year, the directors have set a maximum remuneration equivalent to the amount previously approved by shareholders in total for all directors.

**2.3.** Remuneration is not linked to company performance.

- 2.4.** No bonus schemes exist.
- 2.5.** No executive termination benefits have been set.
- 2.6.** The amount specified in 2.2 is a maximum, and will not necessarily be expended in full.
- 2.7.** Although the remuneration for each director and senior executive has been set, no payments will be made prior to the completion of the company's capital raising and requotation. Necessary services are being provided by external suppliers and are being paid for at commercial rates.
- 2.8.** An opportunity will be provided for discussion of the Remuneration Report at the meeting. However, the vote of shareholders on the Remuneration Report, in accordance with section 250R(3) of the Corporations Act, on this item is advisory only and does not bind the Directors or the Company.

### **3. ITEM 3 – ELECTION AND RE-ELECTION OF DIRECTORS Resolutions 2, 3, 4 and 5**

- 3.1.** Article 14.2 of the Company's constitution provides that one third of the directors, or if their number is not a multiple of three, then, subject to the Listing Rules, the nearest number to one-third, must retire from office.
- 3.2.** Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following their appointment, or three years, whichever is longer.
- 3.3.** Listing Rule 14.5 provides that an entity that has directors must hold an election of directors each year.
- 3.4.** In accordance with the director rotation requirements of the Company's constitution and the Listing Rules, Mr Huichun Xu and Ms Yuling Xu have retired and, being eligible, have offered themselves for re-election.
- 3.5.** In accordance with Article 14.4 of the Company's of the Company's constitution, Mr Qinghuo Huang and Mr Hong Wei were appointed during the year and as such, hold office until the next annual general meeting and are then eligible for election. Being eligible, they have offered themselves for election.
- 3.6.** Information about the experience, expertise and qualifications of the directors follows:

#### **Mr Huichun (Tom) Xu, Independent Non- Executive Director**

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

Mr Xu was elected Vice-Chairman of the Fujian Industrial and Commercial Union in Australia, and the first Australia Chapter

President of Fujian Agriculture and Forestry University Alumni Association.

Mr Xu has been engaged as a consultant by Fujian Agriculture and Forestry University. Mr Xu also has 5 years experience in the Australian wine industry, and is the Chief Representative in China of the South Australian Wine Group.

Mr Xu is also a Justice of the Peace.

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

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

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

### **Ms Yuling (Lynn) Xu, Independent Non- Executive Director**

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

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

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

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

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

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

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

### **Mr Qinghuo Huang, Independent Non- Executive Director**

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

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

management appointment at Xiamen City Xinyifeng Petrochemy Co. Ltd.

Following two decades in the petrochemical industry, Mr Huang established Xiamen City Longjiang Industrial Products Co. Ltd., a company focussed on the manufacture of industrial products. Mr Huang has comprehensive and rich experience in marketing and management.

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

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

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

#### **Mr Hong Wei, Independent Non-Executive Director**

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

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

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

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

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

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

#### **4. ITEM 4 – GENERAL BUSINESS**

Members will be given an opportunity to bring before the meeting any other business that may be brought forward in accordance with the Constitution of the Company or the Corporations Act.





# MAZU ALLIANCE LIMITED

ACN 077 226 183

## REGISTERED OFFICE:

Level 2  
34 Colin Street  
WEST PERTH WA 6005



## All Correspondence to:

Post:  
PO Box 212, Bondi NSW 2026, AUSTRALIA

Facsimile:  
+61 2 4044 0111

« REF No. »

«HOLDER\_NAME»  
«ADDRESS\_LINE\_1»  
«ADDRESS\_LINE\_2»  
«ADDRESS\_LINE\_3»  
«ADDRESS\_LINE\_4»  
«ADDRESS\_LINE\_5»

Code:

ASX: MZU

Holder Number:

«HOLDER\_No.»

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

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The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting 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) at the Annual General Meeting of the Company to be held at 9:00am on Monday, 21 March 2016 at DFK Richard Hill, Level 2, 32 Martin Place, Sydney NSW 2000 and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstance, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

#### RESOLUTIONS

FOR AGAINST ABSTAIN\*

1. **Resolution 1** – Adoption of Remuneration Report

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2. **Resolution 2** – Re-election of Huichun Xu as a director of the Company

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3. **Resolution 3** – Re-election of Yuling Xu as a director of the Company

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4. **Resolution 4** – Election of Qinghuo Huang as a director of the Company

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5. **Resolution 5** – Election of Hong Wei as a director of the Company

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If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* 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.

### SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by the Company no later than 9:00am on Saturday, 19 March 2016



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ASX

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My/Our contact details in case of enquiries are:

Name:

Number:

( )

#### 1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

#### 2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

#### 3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

#### 4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- Return both forms in the same envelope.

#### 5. SIGNING INSTRUCTIONS

**Individual:** where the holding is in one name, the Shareholder must sign.

**Joint Holding:** where the holding is in more than one name, all of the Shareholders must 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

#### 6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by the Company no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

#### COMPANY DETAILS:

**Mazu Alliance Limited**

**Postal Address** PO Box 212  
Bondi NSW 2026  
AUSTRALIA

**Street Address** Level 2  
34 Colin Street  
West Perth WA 6005  
AUSTRALIA

**Facsimile** +61 2 4044 0111

#### SHARE REGISTRY DETAILS:

**Security Transfer Registrars Pty Ltd**

**Postal Address** PO BOX 535  
Applecross WA 6953 AUSTRALIA

**Street Address** Alexandria House  
Suite 1, 770 Canning Highway  
Applecross WA 6153 AUSTRALIA

**Telephone** +61 8 9315 2333

**Facsimile** +61 8 9315 2233

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

#### PRIVACY STATEMENT

Personal information is collected on this form by the Company and provided to Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.