

Notice of 2015 Annual General Meeting



NOTICE is hereby given that the 2015 annual general meeting of TTG Fintech Limited ARBN 158 702 400 ("the Company") will be held at 10:30am (China time), 12:30pm (Sydney time) on Friday 18 September 2015, at Suite 602, Block T3, SoftPark, No 11, 7th Gaoxin Road, Nanshan District, Shenzhen, China. ("Meeting")

If you are unable to attend the meeting, we encourage you to complete and return the enclosed CDI Voting Instruction Form. The completed CDI Voting Instruction Form must 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 (China time) 12:30pm (Sydney Time) on 15 September 2015.

Ordinary 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 year ended on 31 March 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

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

"That for the purpose of Article 70 (e) of the Articles of Association, the Directors, with the advice from the remuneration committee, be authorised to fix the remuneration of the Directors for the year ending 31 March 2016."

3. Re-election of Director – RYAN, Christopher John

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

"That RYAN, Christopher John (Non-Executive Director) retires as a director in accordance with Article 104 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 – CAI, Wensheng

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

"That CAI, Wensheng (Non-Executive Director) retires as a director in accordance with Article 104 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

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

"That Crowe Horwath (HK) CPA Limited being auditors of the Company be re-appointed auditors and that the directors be authorised to fix their remuneration."

Special Business

6. Issue of options – Kin Kwong Gary Kwok

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 6,377,474 options to Mr Kin Kwong Gary Kwok pursuant to the Company’s employee incentive plan.”

The above resolution has been proposed to satisfy the requirements of Listing Rule 10.14 and the Explanatory Statement sets out the information required under Listing Rules 10.15.

Voting Exclusion Statement

The Company will disregard any votes cast on by all directors of the Company and any associates of the directors of the Company.

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 a direction on the proxy form to vote as the proxy decides.

7. Issue of options – Chris Ryan & Sabine Ryan & Lois Ryan as trustee for Ryan Retirement Fund

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 1,200,000 options to Chris Ryan & Sabine Ryan & Lois Ryan as trustee for Ryan Retirement Fund pursuant to the Company’s employee incentive plan.”

The above resolution has been proposed to satisfy the requirements of Listing Rule 10.14 and the Explanatory Statement sets out the information required under Listing Rules 10.15.

Voting Exclusion Statement

The Company will disregard any votes cast on by all directors of the Company and any associates of the directors of the Company.

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 a direction on the proxy form to vote as the proxy decides.

8. General Mandate to Issue and Allot New Shares

To consider and, if thought fit, to pass the following resolution 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 shall be given to Directors to issue further unissued shares in the capital of the Company at any time to any such persons, and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit be approved, and that such authority shall continue to be in force

until the conclusion of the next General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

9. Approval of the 10% placement facility

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, shareholders approve the issue of Equity Securities (as defined below) up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

For the purposes of this resolution: Equity Securities has the meaning given to that term in ASX Listing Rule 19.12; and Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Voting Exclusion Statement

In accordance with the Listing Rule 14.11, the Company will disregard votes cast by:

A person who may participate in the proposed issue 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, or an associate of such person.

NB. In accordance with Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any).

However, the Company will 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 a direction on the proxy form to vote as the proxy decides.

Associate has the meaning given to it by Sections 12 and 16 of the Corporations Act.

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 CHESS Depository Interest (“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 (China time) on Tuesday, 15 September 2015. 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, 1806 Park-In Commercial Centre, 56 Dundas Street, Kowloon, Hong Kong or fax number (852) 2302 4355 by no later than 10:30am (China time) 12:30pm (Sydney time) on 16 September 2015.

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 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 Depository 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 (China time) 12:30pm (Sydney Time) on 15 September 2015.

Dated: 25 August 2015

By order of the Board

Kwok Kin Kwong Gary

Company Secretary

Explanatory Statement

This explanatory statement accompanies the 2015 notice of meeting of TTG Fintech Limited ARBN 158 702 400 ("the Company") to be held at 10:30am (China time) 12:30pm (Sydney time), on Friday 18 September 2015, at Suite 602, Block T3, SoftPark, No 11, 7th Gaoxin Road, Nanshan District, Shenzhen, China.

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 then ended on 31 March 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.ttg.hk or by requesting a copy from the Company Office at the postal address, email address, or facsimile number specified above in Note (ii) Proxies.

Item 2: Remuneration of Directors

Article 70 (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 authorising the Directors with the advice from the remuneration and nomination committee to fix the remuneration of the Directors for the year ending 31 March 2016.

Items 3 and 4: Re-election of Directors

Pursuant to both the ASX Listing Rules and the Articles of Association, every Director shall be subject to retirement by rotation at least once every three years. Clause 104 (A) of the Articles of Association requires one-third of the Directors to retire at each annual general meeting of the Company. Mr Christopher Ryan and Mr Wensheng Cai each retire as a director of the Company and offers themselves for re-election.

The resumes of Mr Christopher John Ryan and Mr. Wensheng Cai are as follows:

Name and role	Experience and special responsibilities
Mr RYAN, Christopher John	<p>Chris is an Executive Director of Investorlink Corporate Limited, a Sydney based corporate finance and advisory firm and an Executive Director of Investorlink Group Limited.</p> <p>As well as being a Co-Chairman of TTG Fintech Limited. Chris is also a Non-Executive Director of Propertylink (Holdings) Limited and eCargo Holdings Limited (ASX Code:ECG). Chris either chairs or is a member of the remuneration and nomination and audit, corporate governance and risk committees of these entities.</p> <p>Chris has been lead adviser in a number of corporate acquisitions and divestments of large national and overseas companies for which he has mentored the preparation of prospectuses and information memorandums for MBO and LBO purposes.</p> <p>Chris has advised on ASX listings since 1986.</p> <p>Chris's qualifications include Bachelor of Financial Administration, University of New England, Fellow of the Institute of Chartered Accountants in Australia, Registered Australian tax agent and holder of Australian Financial Services licence 269899.</p>
Mr CAI, Wensheng	<p>Mr Cai is a well-known figure in the internet industry in China. Mr Cai founded 265.com in May 2003, which was subsequently acquired by Google in 2007.</p> <p>Mr Cai is currently a director of cnzz.com, 4399.com, meitu.com, flashget, youhua.com, baofeng.com, Zcom magazine and other well-known websites.</p> <p>Mr Cai has on a few occasions organised the China Internet Webmaster General Assembly.</p>

Item 6 and 7: Approval of Issue of options

Members are asked to approve the issue of the following options under the Employee Incentive Plan:

- a. 6,377,474 options over an equal number of CDIs to be issued to Kin Kwong Gary Kwok; and
- b. 1,200,000 options over an equal number of CDIs to be issued to Chris Ryan & Sabine Ryan & Lois Ryan as trustee of Ryan Retirement Fund. ("Ryan Retirement Fund") ("the Options")

Pursuant to ASX Listing Rule 10.14, securities, including options cannot be issued to a related party under an employee incentive scheme without first obtaining shareholder approval.

The following information is provided in compliance with the Listing Rules:

Relevant Relationship	Kin Kwong Gary Kwok is an Executive Director of the Company. Chris Ryan & Sabine Ryan & Lois Ryan as trustee for Ryan Retirement Fund which is controlled by Chris Ryan, a non-Executive Director of the Company.
Maximum number of securities	The maximum number of Options that may be acquired by each of Kin Kwong Gary Kwok and Ryan Retirement Fund is as set out above.
Price	The Options are issued for HK1.00 in total as consideration and therefore, their price will not be or be based on, the market price. The Options have an exercise price of A\$0.80 which will be payable on exercise of each Option for one CDI in the Company.
Securities issued since last approval	No issue of securities referred to in the listing rule 10.14 has previously been made.
Persons entitled to participate	A full-time employee of the Company and its related bodies corporate, a director and or adviser of the Company and whom the Board determines is eligible to participate in the EIP, having regard, in each case, to (a) the contribution to the Company which has been made by the employee or adviser; (b) the period of employment or engagement of the employee or adviser with the Company, including but not limited to) the years of service by that employee or adviser; (c) the potential contribution of the employee or advisor to the Company; and (d) any other matters which the Board considers in its absolute discretion to be relevant.
Loan terms	No loan will apply in relation to the Options.
Issue date	No issue of securities referred to in the listing rule 10.14 has previously been made. A date to be determined by the Board, as soon as practicable after the Meeting but in any event no later than 12 months after the approval is given at the Meeting.
Expiry date	30 June 2022

Item 8: 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 8 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.

Item 9: Approval of 10% placement facility

General :

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

For the purposes of ASX Listing Rule 7.1A, an eligible entity is an entity that:

- is not included in the S&P/ASX 300 Index; and
- has a market capitalisation of \$300 million or less.

The Company is an eligible entity. The Company is seeking to obtain shareholder approval by way of a special resolution, to enable the Company to issue equity securities under the 10% placement. The exact number of equity securities to be issued under the 10% placement will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and set out in detail in paragraph (c), below.

Description of ASX Listing Rule 7.1A

a. Shareholder approval

The ability to issue equity securities under the 10% Placement 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 must be in the same class as an existing quoted class of equity securities of the Company. As at the date of the Notice, the Company has one quoted class of Equity Securities on issue, being CHESS Depository Interests (CDIs).

c. Formula for calculating the 10% Placement

ASX 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, the number of equity securities calculated in accordance with the following formula:

(A X D) – E

- A** is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement to issue:
- plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
 - plus the number of partly paid ordinary shares that became fully paid in the 12 months;
 - plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary Shares under ASX Listing Rules 7.1 or 7.4; and
- less the number of fully paid ordinary Shares cancelled in the 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary Shares under ASX Listing Rules 7.1 or 7.4.

d. *ASX Listing Rules 7.1 and 7.1A*

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated on the date of issue of equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see paragraph (c) above).

ASX Listing Rule 7.1A

The effect of Resolution 9 will be to allow the Company to issue equity securities in any existing quoted class, under ASX Listing Rule 7.1A during the 10% placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1. As at the date of the Notice, the Company has one quoted class of equity securities on issue, being CDIs.

Resolution 9 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Specific Information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement under ASX Listing Rule 7.1A:

a. ASX Listing Rule 7.3A.1: *Minimum price at which the equity securities may be issued*

The equity securities will be issued at an issue price of not less than 75% of the volume weighted average market price for the Company's equity securities 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 (i) above, the date on which the equity securities are issued.

b. ASX Listing Rule 7.3A.2: *Statement of the risk of economic and voting dilution of existing ordinary security holders*

If Resolution 9 is approved by shareholders and the Company issues equity securities under the 10% Placement, the existing shareholders' voting power in the Company will be diluted as shown in the table below. 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 annual general 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,

The table below sets out the potential dilution of existing shareholders on the basis of the current market price of shares and the current number of shares on issue, being variable "A" in the table, which is calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (iii) in addition to the current variable "A", two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of shares the Company has on issue. The number of shares on issue may increase as a result of issues of shares that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at future shareholders' meetings; and
- (iv) two examples, one where the issue price of ordinary securities has decreased by 50% and the other where the issue price of ordinary securities has increased by 100%, as against the current market price.

		Dilution		
Variable "A" in ASX Listing Rule 7.1A.2 (subject to the assumptions below)		50% decrease in Issue Price \$0.10	Issue Price \$0.20	100% increase in Issue Price \$0.40
Current Variable A 637,747,400 CDIs	10% voting dilution	63,774,740 CDIs	63,774,740 CDIs	63,774,740 CDIs
	Funds raised	\$6,377,474	\$12,754,948	\$25,509,896
50% increase in current Variable A 956,621,100 CDIs	10% voting dilution	95,662,110 CDIs	95,662,110 CDIs	95,662,110 CDIs
	Funds raised	\$9,566,211	\$19,132,422	\$38,264,844
100% increase in current Variable A 1,275,494,800 CDIs	10% voting dilution	127,549,480 CDIs	127,549,480 CDIs	127,549,480 CDIs
	Funds raised	\$12,754,948	\$25,509,896	\$51,019,792

The table has been prepared on the following assumptions:

- The Company issues the maximum number of equity securities available under the 10% Placement.
- 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%.
- 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, based on that shareholder's holding at the date of the annual general meeting.
- The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

- The assumed issue price is \$0.20 , being the closing price of Shares on ASX on 13 August 2015.

c. ASX Listing Rule 7.3A.3: Date by which securities may be issued

10% Placement Period

Shareholder approval of the 10% placement under ASX 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; and
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of a main undertaking),

The Company will only issue the equity securities during the 10% placement period.

The approval under Resolution 9 for the issue of the equity securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking) during the 10% placement period.

d. ASX Listing Rule 7.3A.4: Purposes of the issue

The Company may seek to issue equity securities under the 10% placement for the following purposes:

- (i) non-cash consideration for the acquisition of services, assets, businesses or 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 the acquisition of services, assets, businesses or investments (including expenses associated with such acquisition), debt repayment and general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon the issue of any equity securities.

e. ASX Listing Rule 7.3A.5: Details of the allocation policy for issues under the approval

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement. 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 methods of raising funds that are available to the Company, including but not limited to, a share placement, rights issue or other issue in which an existing shareholder(s) can subscribe for shares;
- (ii) the effect of the issue of the equity securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement 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.

f. ASX Listing Rule 7.3A.6: *Previous approval under ASX Listing Rule 7.1A*

The Company has not previously obtained shareholder approval under ASX Listing Rule 7.1A .

g. ASX Listing Rule 7.3A.7: *A voting exclusion statement*

A voting exclusion statement is included in the Notice.

Directors' Recommendation

The directors recommend that shareholders vote in favour of Resolution 9. The directors consider that the approval of the 10% placement described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under ASX Listing Rule 7.1A in the next 12 months, without further shareholder approval.