

**TTG Fintech Limited**  
(ARBN 158 702 400)

**Notice of 2014 Annual General Meeting**

**NOTICE** is hereby given that the 2014 Annual General Meeting of TTG Fintech Limited ARBN 158 702 400 ("the Company") will be held at 10:30am (Sydney time), on Wednesday, 3 September 2014, at Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney, Australia.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

**BUSINESS**

**1. 2014 Financial Statements**

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

*"That 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 2014 and as lodged with the ASX be adopted".*

**2. Remuneration of Directors**

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

*"That the annual remuneration for each non-executive director, namely RYAN Christopher John, BENSON Ross Kenneth, CAI Wensheng, LAN Jun (if re-elected) and YANG Yuchuan, is AUD 12,000 for the year ending 31 March 2015.*

*That the directors, with the advice from the remuneration committee, be authorised to fix the remuneration of the executive directors for the year ending 31 March 2015."*

**3. Distribution of Dividends**

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

*"That no dividend is proposed for the year ended 31 March 2014."*

**4. Re-election of Director – KWOK Kin Kwong Gary**

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

*"That KWOK Kin Kwong Gary (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-election of Director – WU Linyan**

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

*"That WU Linyan (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."*

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**6. Re-election of Director – LAN Jun**

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

*"That LAN Jun (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."*

**7. Re-appointment of Auditors**

That the following resolution be approved 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."*

**8. 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 57B of the Companies Ordinance, Hong Kong, Cap 32, 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."*

**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 on Friday, 29 August 2014. 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 8:30am HKT (10:30pm Sydney Time) on Monday, 1 September 2014.

**(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 Depositary Nominees Pty Ltd. ("CDN") to vote the relevant underlying Common 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 Common 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 not less than 96 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or an adjournment thereof, being no later than 8:30am HKT (10:30pm Sydney Time) on Friday, 29 August 2014.

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Dated: 8 August 2014

By order of the Board

Kwok Kin Kwong Gary  
Company Secretary

## **Explanatory Statement**

This explanatory statement accompanies the Notice of Annual General Meeting of TTG Fintech Limited ("the Company") to be held at 10:30am (Sydney time), on Wednesday, 3 September 2014, at Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney, Australia.

### **Item 1: 2014 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 2014 (**Statements and Reports**).

Pursuant to Article 54 of the Table A of the Companies Ordinance and Clause 70b of the Memorandum and Articles of Association of the Company, the Statements and Reports should be adopted by shareholders by way of an ordinary resolution.

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](http://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.

### **Items 4, 5 and 6: Re-election of Directors**

Pursuant to both the ASX Listing Rules and the Memorandum and Articles of Association, Directors must retire by rotation at least once every three years. Mr KWOK Kin Kwong Gary, Mr WU Linyan and Mr LAN Jun each retire as a director of the Company and offers themselves for re-election. The resumes of Mr KWOK Kin Kwong Gary, Mr WU Linyan and Mr LAN Jun are as follows:

<b>Name and Role</b>	<b>Experience and special responsibilities</b>
KWOK Kin Kwong Gary	Mr Kwok has a Bachelor of Business Administration (Professional Accountancy) from the Chinese University of Hong Kong. He has over 15 years of experience in the Hong Kong and PRC financial services industry, with extensive knowledge and experience in asset management, corporate finance and accounting. Mr. Kwok is now a member of the Association of Chartered Certified Accountants (ACCA), and the Hong Kong Institute of Certified Public Accountants (HKICPA).
Executive Director Chief Financial Officer Joint Company Secretary	
WU Linyan	Mr Wu graduated from Yongzhou Vocational Institute of Technology. He served in the government and e-commerce industry as a person in charge of information technology. Mr Wu has significant experience in wireless internet product planning, development, upgrading and maintenance.
Executive Director Chief Technology Officer	

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LAN Jun

Non-Executive Director  
Member of Remuneration and Nomination  
Committee

Mr Lan has an MBA from the University of Toronto, Canada, and a degree in Electrical Engineering, from Shanghai Jiaotong University. Mr Lan is currently the General Manager of Lan-Ji-Xing Guarantor Company, Shenzhen, China. From 2005 – 2006 Mr Lan was Director, Head of China, Dresdner Bank, Investment Banking, Hong Kong. Prior to this role, Mr Lan has held the positions of Chief Representative in Shanghai, Tradition (Asia) Limited, and Director, Head of China for Credit Lyonnais, Investment Banking, Hong Kong.

**Item 8: General Mandate to Issue and Allot New Shares**

Pursuant to Section 57B of the Companies Ordinance, Hong Kong, Cap 32, 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.