Notice of 2014 Annual General Meeting

NOTICE is hereby given that the 2014 Annual General Meeting of 99 Wuxian Limited, ARBN 164 764 729, Hong Kong Company Number 1903220 ("the Company") will be held at 10:30am (Sydney, Australia time), on Wednesday, 11 June 2014, at Radisson Blu Hotel Sydney, 27 O'Connell Street, Sydney NSW 2000.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed CDI Voting Form. The completed CDI Voting Instruction Form needs to be received at the address shown on the Form not less than 72 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or an adjournment thereof, being no later than 10:30am (Sydney Time) (08:30am Hong Kong time) on Friday, 6 June 2014.

BUSINESS

1. **2013 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 period ended 31 December 2013 and as lodged with Australian Securities Exchange (ASX) be adopted".

2. **Remuneration of Directors**

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

   "That for the purposes of ASX Listing Rule 10.17 and for the purposes of Article 71(d) of the Articles of Association, the annual remuneration for non-executive directors is RMB1,200,000 for the year ending 31 December 2014.

   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 December 2014."

   Voting Exclusion: The Company will disregard any votes cast on Resolution 2 by a director of the Company and their associates. However, the entity need not disregard a vote if

   - *It is cast by a person a 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.*

3. **Distribution of Dividends**

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

   "That no dividend is proposed for the period ended 31 December 2013."

4. **Election of Director –** Mr Ross Benson

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

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

5. **Election of Director –** Ms Amalisia Zhang

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

   "That Ms Amalisia Zhang (Executive Director) retires as a director in accordance with Article 105 and 109 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is elected as a director of the Company."

6. **Election of Director –** Mr David Chen

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

   "That Mr David Chen (Executive Director) retires as a director in accordance with the ASX Listing Rules, and, being eligible, is elected as a director of the Company."

7. **Election of Director –** Mr YongKuan Duan

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

   "That Mr YongKuan Duan (Non-Executive Director) retires as a director in accordance with the ASX Listing Rules, and, being eligible, is elected as a director of the Company."

8. **Election of Director –** Mr Simon Green

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

   "That Mr Simon Green (Non-Executive Director) retires as a director in accordance with the ASX Listing Rules, and, being eligible, is elected as a director of the Company."

9. **Election of Director –** Mr Tony Groth

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

   "That Mr Tony Groth (Non-Executive Director) retires as a director in accordance with the ASX Listing Rules, and, being eligible, is elected as a director of the Company."

10. **Re-appointment of Auditors**

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

    "That BDO Limited, being auditors of the Company be re-appointed auditors and that the directors be authorised to fix their remuneration."

11. **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, 6 June 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, 27/F , Alexandra House, 18 Chater Road, Central, Hong Kong or fax number (852) 2803 3618 by no later than 8:30am HKT (10:30am Sydney Time) on 09 June 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 Pty Limited, at GPO Box 242, Melbourne, Victoria, 3001 Australia (free fax number within Australia: 1800 783 447 or outside Australia: +61 3 9473 2555) in order to direct CHESS Depositary Nominees Pty Ltd. ("CDN") to vote the relevant underlying 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 72 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or an adjournment thereof, being no later than 10:30am (Sydney Time) (08:30am Hong Kong time) on Friday, 6 June 2014.

By order of the Board

Explanatory Statement

This explanatory statement accompanies the 2014 Annual General Meeting of 99 Wuxian Limited ARBN 164 764 729 ("the Company") to be held at 10:30am (Sydney time), on Wednesday, 11 June 2014 at 10:30am (Sydney, Australia time), on Wednesday, 11 June 2014, at Radisson Blu Hotel Sydney, 27 O'Connell Street, Sydney NSW 2000

Item 1: 2013 Financial Statements

This item gives shareholders and 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 2013 (**Statements and Reports**).

Pursuant to Article 54 of the Table A of the Companies Ordinance and Clause 71(b) 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.99wuxian.com or by requesting a copy from the Joint Company Secretary at +61 2 9247 9555 (Australia).

Item 2: Remuneration of Directors

Article 71(d) of the Company's Memorandum and Articles of Association entitles the Company to fix the aggregate remuneration for non-executive directors for the following year. Australian Securities Exchange (ASX) Listing Rule 10.17 provides that an entity must not increase the total amount of Director's fees payable by it or any of its controlled entities without the approval of holders of its ordinary securities. The rule does not apply to the salary of an executive director.

Item 2 seeks approval for the setting of the remuneration payable to non-executive directors and also to increase the aggregate amount of fees available to be paid to non-executive directors by RMB240,000 from RMB960,000 to RMB1,200,000 per annum. The increase of RMB240,000 is to allow for the appointment of an additional non-executive director and the remuneration payable to current non-executive directors will not increase.

The Company considers that the amount payable to non-executive directors of RMB1,200,000 per year (approximately AUD207,000 per annum) is reasonable given the size and complexity of the Company's operations.

Items 4 to 9: Election of Directors

Pursuant to both the ASX Listing Rules and the Memorandum and Articles of Association, Directors must, if appointed as a casual vacancy, retire as a director and be appointed by shareholders in general meeting or retire by rotation at least once every three years. All directors of the Company offer themselves for election. The resumes of the directors are as follows:

Name and Role	Experience and Special Responsibilities
Mr Ross Benson Chairman, Non-Executive Director Member of Audit and Risk Management Committee Member of Remuneration and Nomination Committee	Mr Benson has over 27 years' experience in the Australian financial services industry, with extensive experience in securities, deal structuring and business strategy. Mr Benson has lead negotiations for divestment and acquisition strategies for medium to large enterprise in Australian and China and has a depth of experience in prospectus and offer documentation preparation. Subsequent to the formation of the Investorlink Group in 1986, he established associated business units in wealth management, private equity, property syndication, property syndication and structured financial products. Mr Benson is Executive Chairman of Investorlink China Limited.
Ms Amalisia Zhang Chief Executive Officer Executive Director	President of 99wuxian, graduated from Bath University UK, Master of Business Administration. Pioneer of internet and e-commerce business in China. She previously worked for the PCCW and was part of the core management team of Ctrip and General Manager of Ctrip Hong Kong.
Mr David Chen Executive Director	Mr Chen is Vice President of 99wuxian and is responsible for the m-commerce business development. He graduated from Guangzhou University with a Bachelor of Foreign Trade. Prior to 99wuxian, he worked in advertising and marketing, and held positions with CETV, Leo Burnett and Dentsu Y&R. Mr Chen has more than 20 years advertising and marketing experience and developing good relationships with Chines Banks.

Mr YongKuan Duan Member of Audit and Risk Management Committee Member of Remuneration and Nomination Committee	Mr Duan has extensive banking experience in China, and was employed in senior positions by the Bank of China from 1984 to 2009. During his employment he served as President of Shenzhen Branch, Zhejiang Province Branch, and Anhui Province Branch. Prior to those positions he was Deputy Managing Director of Nanyang Commercial Bank (Bank of China Hong Kong), a Director of International Settlement Department in Hefei (Anhui Province Branch) and served in the General Office of the People's Government of Anhui Province. Mr Duan is also an independent director of Ping An Bank, Sinosteel Corporation, and FAW Group.
Mr Simon Green Non-Executive Director Chairman of Remuneration and Nomination Committee	Mr Green is Chief Operating Officer of Interactive, the largest privately held IT company in Australia. He was most recently Senior Vice President and General Manager for Asia Pacific at NetApp. He was responsible for leading the business through setting strategy, managing the P&L, growing sales, including driving channel strategy, managing strategic partnerships, and developing the company's emerging products business. A significant double digit growth business with over 1000 employees across 14 countries.
Mr Tony Groth Chairman of Audit and Risk Management Committee	A Fellow of the Institute of Chartered Accountants in Australia with over 30 years' experience in the financial services industry, Mr Groth spent 17 years as a business services partner of Grant Thornton, an Australian national firm of Chartered Accountants. Since joining Investorlink Corporate Limited in 2007 he has further developed his expertise in a variety of corporate advisory and structured finance products.

Item 11: 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 11 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.