



a gateway to Chinese m-commerce...



Replacement Prospectus 2013

99 Wuxian Limited

ARBN 164 764 729

Hong Kong Company Registration Number 1903220

Offer of 50,000,000 CHESS Depositary Interests
at A\$0.40 per CHESS Depositary Interest to raise a maximum of A\$20,000,000

Important notice
This Prospectus including each of the documents which are incorporated by reference are important documents and must be read in their entirety. If you do not understand their contents or are in doubt as to the course you should follow, you should consult your professional advisor.

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Important notice

Offer

The Offer contained in this Prospectus is an invitation to acquire CDIs in 99wuxian.

Lodgement and listing

This is a replacement Prospectus dated 23 August 2013. It replaces the Original Prospectus dated 23 July 2013. A copy of this replacement Prospectus was lodged with ASIC on 23 August 2013.

99wuxian will apply to the ASX for admission of 99wuxian to the official list of the ASX and for quotation of the CDIs on the ASX within seven days after the date of this Prospectus.

Neither ASIC nor the ASX or their officers take any responsibility for the contents of this Prospectus or for the merits of the investment to which this Prospectus relates.

Expiry date

No CDIs will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Notice to Applicants

The information in this Prospectus is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Prospectus should not be construed as financial, taxation, legal or other advice.

This Prospectus is important and should, along with each of the documents incorporated by reference, be read in its entirety prior to deciding whether to invest in 99wuxian's CDIs. There are risks associated with an investment in the CDIs and the CDIs offered under this Prospectus must be regarded as a speculative investment. Some of the risks that should be considered are set out in "Risk factors" at page 69 of this Prospectus. You should carefully consider these risks in light of your personal circumstances including financial and taxation issues. There may also be risks in addition to these that should be considered in light of your personal circumstances.

If you do not fully understand this Prospectus or are in doubt as to how to deal with it, you should seek professional guidance from your stockbroker, lawyer, accountant or other professional advisor before deciding whether to invest in the CDIs.

No person named in this Prospectus guarantees 99wuxian's performance or any return on investment made pursuant to this Prospectus.

No offer where Offer would be illegal

This Offer does not constitute a public offer or invitation in any jurisdiction other than Australia. No action has been taken to register or qualify the CDIs or the Offer, or to otherwise permit a public offering of CDIs, in any jurisdiction outside Australia.

The distribution of this Prospectus outside Australia may be restricted by law and therefore any person who resides outside Australia and who receives this Prospectus should seek advice on and observe any such restrictions. Any person who has a registered address in any other country who receives this Prospectus may only apply for Shares where that person is able to reasonably demonstrate to the satisfaction of 99wuxian that they may participate in the Offer relying on a relevant exception from, or are not otherwise subject to, the lodgement, filing, registration or other requirements of any applicable securities laws in the jurisdiction in which they have a registered address.

99wuxian will not offer to sell, nor solicit an offer to purchase, any securities in any jurisdiction where such offer, sale or solicitation may not lawfully be made. Any failure to comply with these restrictions may constitute violation of applicable securities laws.

Notice to United States residents

The securities being offered pursuant to this Prospectus have not been registered under the United States Securities Act of 1933, as amended (US Securities Act) and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the US Securities Act and applicable United States securities laws. This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful. In addition, any hedging transactions involving these securities may not be conducted unless in compliance with the US Securities Act.

Financial information and amounts

The historical financial information included in this Prospectus for the financial period ended 31 May 2013 has been prepared and presented in accordance with the International Financial Reporting Standards (IFRS) (but do not comply in all respects with IFRS) and is expressed in RMB (the functional currency of 99wuxian) except where otherwise stated. Save as set out above, the financial amounts referred to in this Prospectus are expressed in A\$ unless stated otherwise.

Figures in this Prospectus are in both RMB and HKD and have been converted to A\$ using a Conversion Date of 15 August 2013 (with the exception of the figures contained in IAR Financial Information on pages 81 to 86 which have a conversion date of 31 May 2013, and the figures contained in "Handpay historical financial information" on pages 87 to 90, which have a conversion date of 31 December 2012, as required by IFRS). Accordingly, investors should be aware that the amounts represented in the Prospectus may change as a result of fluctuations in the A\$ to Chinese RMB exchange rate and A\$ to HKD exchange rate.

Disclaimer

Australian investors should not rely on any information which is not contained in this Prospectus in making a decision as to whether to acquire securities in 99wuxian under the Offer. No person is authorised by 99wuxian or the Advisor or the Lead Broker to give any information or make any representation in connection with the Offer that is not contained in the Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by 99wuxian, its Directors or any other person in connection with the Offer. 99wuxian's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

This Prospectus contains forward-looking statements concerning 99wuxian's business, operations, financial performance and condition as well as 99wuxian's plans, objectives and expectations for its business, operations and financial performance and condition. Any statements contained in this Prospectus that are not of historical facts may be deemed to be forward-looking statements. You can identify these statements by words such as "aim", "anticipate", "assume", "believe", "could", "due", "estimate", "expect", "goal", "intend", "may", "objective", "plan", "predict", "potential", "positioned", "should", "target", "will", "would" and other similar expressions that are predictions of or indicate future events and future trends.

These forward-looking statements are based on current expectations, estimates and projections about 99wuxian's business and the industry in which 99wuxian operates and management's beliefs and assumptions. These forward looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond 99wuxian's control. As a result, any or all of 99wuxian's forward-looking statements in this Prospectus may turn out to be inaccurate. Factors that may cause such differences include, but are not limited to, the risks described in "Risk factors" at page 69.

Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. These forward-looking statements speak only as at the date of this Prospectus. Unless required by law, 99wuxian does not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. You should, however, review the factors and risks 99wuxian describes in the reports to be filed from time to time with the ASX after the date of this Prospectus.

This Prospectus contains market data and industry forecasts that were obtained from industry publications, third-party market research and publicly available information. These publications generally state that the information contained in them has been obtained from sources believed to be reliable, but 99wuxian has not independently verified the accuracy and completeness of such information.

Some numerical figures included in this Prospectus have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that preceded them.

This Prospectus also includes trademarks, trade names and service marks that are the property of other organisations.

Exposure Period

In accordance with Chapter 6D of the Corporations Act, the Original Prospectus dated 23 July 2013 was subject to an Exposure Period of seven (7) days from the date of lodgement of the Prospectus with the ASIC. The purpose of providing an Exposure Period is to enable examination of the Original Prospectus by market participants prior to the raising of funds. This 7 day exposure period was extended by a further 7 days to 6 August 2013. Following completion the end of the Exposure Period, ASIC issued an interim stop-order. The interim stop order was revoked following the lodgement of this replacement Prospectus which addressed ASIC's concerns.

ASIC Class Order 00/169 means that there is no additional exposure period under the Corporations Act 2001 for the replacement Prospectus.

Electronic Prospectus

This Prospectus will also be made available in electronic form on the following website: **www.99wuxian.com**. The information on **www.99wuxian.com** does not form part of the Prospectus. The Offer constituted by this Prospectus in electronic form is available only to persons receiving this Prospectus in electronic form within Australia. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. If unsure about the completeness of the Prospectus received electronically, or a print out of it, you should contact 99wuxian. A paper copy of the Prospectus will be available for Australian residents free of charge by contacting:

Computershare Investor Services Pty Limited

Tel: 1300 096 027 or 03 9415 4163 (from within Australia) or +61 3 9415 4163 (from outside Australia) (between 8.30am to 5.00pm, AEST)

Or

Investorlink Corporate Limited (Advisor)

Tel: 02 9247 9555 or +61 2 9247 9555 (from outside Australia)

Or

Novus Capital Limited (Lead Broker)

Tel: 1800 450 444 or 02 9375 0100 or +61 2 9375 0100 (from outside Australia)

Applications for CDIs under this Prospectus may only be made on a printed copy of the Application Form attached to or accompanying this Prospectus. The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a hard copy of the Prospectus or the complete and unaltered electronic version of the Prospectus. If this Prospectus is found to be deficient, any Applications may need to be dealt with in accordance with section 724 of the Corporations Act.

Privacy

By completing an Application Form, you are providing personal information to 99wuxian and Computershare Investor Services Pty Limited as the Share Registry, which is contracted by 99wuxian to manage Applications, and consent to the collection and use of that personal information in accordance with these terms. That personal information will be collected, held and used both in and outside of Australia by 99wuxian, and the Share Registry on its behalf, to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration of your investment. If you do not wish to provide this information, 99wuxian may not be able to process your Application.

Once you become a Shareholder, the Corporations Act requires information about you (including your name, address and details of the CDIs you hold) to be included in 99wuxian's public share register. This information must continue to be included in 99wuxian's public share register even if you cease to be a Shareholder. 99wuxian and the Share Registry on its behalf, may disclose your personal information for purposes related to your investment to their agents and service providers (which may be located outside of Australia) including those listed below or as otherwise authorised under the Privacy Act 1988 (Cth):

- the Share Registry for ongoing administration of 99wuxian's public share register;
- the Lead Broker and Advisor in order to assess your Application;
- printers and other companies for the purposes of preparation and distribution of documents and for handling mail;
- market research companies for the purpose of analysing 99wuxian's Shareholder base and for product development and planning; and
- legal and accounting firms, auditors, management consultants and other advisors for the purpose of administering and advising on the CDIs and Shares and for associated actions.

Under the Privacy Act 1988 (Cth), you may request access to your personal information that is held by, or on behalf of, 99wuxian. You can request access to your personal information or obtain further information about 99wuxian's privacy practices by contacting 99wuxian or its Share Registry, details of which are set out elsewhere in this Prospectus. 99wuxian aims to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, please contact 99wuxian or the Share Registry if any of the details you have provided change. In accordance with the requirements of the Corporations Act, information on the Shareholder register will be accessible by members of the public.

Website

Any documents included on the website **www.99wuxian.com** (and any reference to them) are provided for convenience only and none of the documents or other information on the website are incorporated by reference into this Prospectus with the exception of the policies and procedures relating to corporate governance set out on page 61 under the heading "Corporate governance" and the 2013 reports and financial statements referred to in "Financial information" at page 79.

Definitions and abbreviations

Defined terms and abbreviations used in this Prospectus are explained in the "Glossary" at page 119.

Time

All references to time in this Prospectus refer to Australian Eastern Standard Time unless stated otherwise.

Photographs and diagrams

Photographs used in this Prospectus should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the assets shown in them are owned by 99wuxian. Diagrams used in the Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available as at 19 August 2013.

Letter from the Chairman

Dear Investor,

On behalf of the Board of Directors, I am delighted to invite you to become a Shareholder in 99 Wuxian Limited (99wuxian). An investment in 99wuxian represents a unique opportunity to participate in the rapid growth of m-commerce in China.

m-commerce is the delivery of electronic commerce capabilities directly to consumers - typically through a mobile phone or handheld device - using wireless technology.

The strong growth of m-commerce globally is particularly evident in China which had over 1.1 billion mobile phone users in 2012. The growth in m-commerce is driven by the significant growth of the Chinese consumer market, the proliferation of mobile payment technology and the speed of technology adaption.

99wuxian has established relationships with a core group of partners each of which boasts an extensive customer base and merchant resources. These include: China Telecom; China Construction Bank; Industrial & Commercial Bank of China; Agricultural Bank of China; Bank of China; and Bank of Beijing.

Together these partners represent a marketplace of more than 800 million mobile users and 2 billion debit and credit cards.

99wuxian is a gateway to Chinese m-commerce bringing together consumers and merchants in a secure environment accessed through the application gateways (APPs) promoted by the partners.

Consumers are attracted to the diverse and increasing range of products and services they are able to access and the security of the mobile payment gateway which they access via an APP provided by one of the partners with which they have an existing relationship. Merchants are attracted by the access 99wuxian provides to a significant consumer base and the ability to better align advertising costs with sales.

99wuxian has an exclusive relationship with Handpay, one of China's leading mobile payment portal providers. This provides 99wuxian with a Business to Business to Client (B2B2C) customer acquisition model in the Chinese market as well as the ongoing operation and maintenance of 99wuxian.com.

99wuxian is seeking to raise A\$20 million under the Offer to complete the exclusive Handpay Services Agreement which provides for customer acquisition and value sharing from 99wuxian.com, fund working capital requirements and ASX listing expenses.

While an investment in 99wuxian involves a number of risks and must be considered speculative, it does provide a strategic entry into the exciting growth of m-commerce in China enhanced by the key drivers of the Chinese consumer market. On behalf of my fellow Directors, I look forward to welcoming you as a Shareholder of 99wuxian.

Yours faithfully



Mr Ross Benson
Chairman
99 Wuxian Limited

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Investment overview



General

The information set out on pages 10 to 20 is intended to be a summary only and should be read in conjunction with the more detailed information appearing elsewhere in this Prospectus. In deciding whether to apply for CDIs, you should read this Prospectus carefully and in its entirety. If you are in doubt as to the course you should follow, please consult your professional advisors.

Key Offer information and frequently asked questions

Set out below is a summary of the key Offer information and frequently asked questions. This information is intended to be a summary only and should be read in conjunction with the more detailed information contained in the Prospectus and as cross referenced in the third column of the table below. The key risks summary is set out on pages 16 and 17.

<i>Item</i>	<i>Summary</i>	<i>Additional information</i>
General		
Who is the issuer of this Prospectus?	99 Wuxian Limited (99wuxian, we, our or the Company), a company incorporated in Hong Kong.	Refer to "Corporate structure" on page 30. Refer to "Memorandum and Articles of Association, Hong Kong laws and rights attaching to Shares" on page 100.
What is the business of 99wuxian and how does it generate income?	The main business of the 99wuxian Group is derived from the exclusive Handpay Services Agreement between 99wuxian and Handpay. This venture manages, operates maintains and finances Handpay's mobile online marketplace, "99wuxian.com". 99wuxian generates income in consideration for the services it provides pursuant to the terms of the Handpay Services Agreement.	Refer to "Overview" on page 28. Refer to "Handpay Services Agreement" on page 38. Refer to "Key risk summary" on page 16. Refer to "99wuxian.com historical performance" on page 28.
What is the key feature of 99wuxian.com?	99wuxian.com is a mobile online marketplace operating within the mobile payment gateways of major banks, telcos and other financial institutions (Business Partners).	Refer to "Key business drivers" on page 30 and "Business operations" on page 31.
How is 99wuxian.com owned?	99wuxian.com is owned by Handpay and is managed, operated, maintained and financed by 99wuxian pursuant to the terms of the Handpay Services Agreement.	Refer to "Handpay Services Agreement" on page 38. Refer to "Key risks summary" on page 16.
What is the Handpay Services Agreement?	The Handpay Services Agreement between 99wuxian and Handpay allows 99wuxian to manage, operate, maintain and finance the 99wuxian.com mobile online marketplace. In consideration for the services provided by 99wuxian, 99wuxian acquires all rights, title and interest to the net profit derived from the 99wuxian.com mobile online marketplace less a fee paid to Handpay.	Refer to "Handpay Services Agreement" on page 38. Refer to "Key risks summary" on page 16.

<i>Item</i>	<i>Summary</i>	<i>Additional information</i>
Why is 99wuxian seeking admission to the Official List of the ASX?	<p>99wuxian is seeking admission to the Official List of the ASX:</p> <ul style="list-style-type: none"> • To complete the exclusive Handpay Services Agreement which provides for customer acquisition and value sharing from 99wuxian.com; • To raise funds for the working capital required to expand the business of 99wuxian; • to gain exposure to international equity markets through a respected stock exchange in a similar time zone; • to provide transparency to Business Partners through the lodgment of periodic financial accounts and announcements of material ongoing transactions and events; • to set best practice corporate governance standards and procedures through the constitution of audit, risk and remuneration committees; and • to set standards of independence to management. 	Refer to "Handpay Services Agreement" on page 38.

Business model

How will 99wuxian generate income?	99wuxian is entitled to a percentage of spending for all transactions which are made through 99wuxian.com.	Refer to "99wuxian income model" on page 32.
How will 99wuxian.com market its products and services?	99wuxian.com provides B2B connections so that Merchants can access the customer base of Business Partners. 99wuxian.com, Merchants and Business Partners will jointly promote Merchants goods to the customers of Business Partners by using the gateways provided by the APPs of the Business Partners.	Refer to "Marketing" on page 33.

Financial information

What are the key revenue drivers of 99wuxian's business?	<ul style="list-style-type: none"> • An increase in the number of registered users of the 99wuxian platform; • An increase in the number of active users of the 99wuxian platform; • The average spend per active user; and • The service fees earned on sales to users. 	Refer to "Key revenue drivers" on page 80.
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Item**Summary****Additional information****The Offer**

What is the Offer?	This Prospectus provides investors with the opportunity to participate in the initial public offering of CHESS Depositary Interests (CDIs) in 99wuxian.	Refer to "The Offer" on page 22.
What is the Offer Price?	A\$0.40 per CDI (equivalent to A\$0.40 per Share).	Refer to "The Offer" on page 22.
What is the Maximum Subscription available under the Offer?	99wuxian is offering to the public a maximum of 50,000,000 CDIs (equivalent to 50,000,000 Shares) to raise A\$20,000,000, before costs of the Offer.	Refer to "How much is 99wuxian seeking to raise under the Offer?" on page 22.
What is the Minimum Subscription under the Offer?	The Minimum Subscription is 33,750,000 CDI's (equivalent to 33,750,000 shares) to raise A\$13,500,000, before costs of the Offer.	Refer to "Handpay Services Agreement" on page 38. Refer to "Key risks summary" on page 16.
Is the Offer underwritten?	The Minimum Subscription under the Offer is underwritten by Investorlink Securities Limited.	Refer to "Is the Offer underwritten?" on page 22 and "Material Contracts" on page 38.

Capital structure

What is the capital structure prior to completion of the Offer?	Prior to completion of the Offer, at the date of this Prospectus, there are 974,569,500 Shares on issue (equivalent to 974,569,500 CDIs).	Refer to "Share capital" on page 19.
What is the percentage of CDIs being offered based on the number of Shares/ CDIs currently on issue?	4.88% in the event the Maximum Subscription is raised, and 3.35% in the event the Minimum Subscription is raised.	Refer to "Share capital" on page 19.
What is the capital structure after completion of the Offer (i.e. after allotment of the CDIs)?	Following completion of the Offer: <ul style="list-style-type: none"> • In the event the Minimum Subscription is raised, there will be 1,008,319,500 Shares on issue (equivalent to 1,008,319,500 CDIs). • In the event the Maximum Subscription is raised, there will be 1,024,569,500 Shares on issue (equivalent to 1,024,569,500 CDIs). 	Refer to "Share capital" on page 19.
What is the ticker code?	The CDIs will trade on ASX under the ticker "NNW".	
What are CDIs?	CDIs represent the beneficial interest in shares in a foreign company such as 99wuxian. Each CDI will be equivalent to one Share.	Refer to "What are the CDIs?" on page 22 and "CHESS Depositary Interests" on page 98.

Item**Summary****Additional information****Use of funds**

How does 99wuxian intend to apply the monies raised from the IPO?	<ul style="list-style-type: none">• Completion of the exclusive Handpay Services Agreement which provides for customer acquisition and value sharing from 99wuxian.com;• Provision of general working capital for 99wuxian including operational and administration expenditure; and• Paying the costs associated with the Offer, including obtaining a listing on the ASX.	Refer to "Use of proceeds of the Offer" on page 18.
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The Board and its interests

Who are the Board and management of 99wuxian and what experience do they have?	A well credentialed and balanced Board and management with extensive experience in mobile payments, mobile internet, internet, telecommunications, software applications, and financial sectors.	Refer to "Board of Directors" on page 56.
Are there any benefits payable to Directors, other related parties and promoters?	99wuxian has agreed to remunerate its Executive and Non-Executive Directors through a combination of an appropriate salary package and market based director fees respectively. 99wuxian has agreed to remunerate its promoters as detailed in "Interests of experts and advisors" on page 114.	Refer to "Interests of Directors" on page 111 and "Interests of experts and advisors" on page 114.
Do the Directors have any interests in the issued share capital of 99wuxian?	As at the date of this Prospectus, the Directors hold 29.65% of 99wuxian. In the event the Minimum Subscription is raised, Directors will together hold 28.65% of 99wuxian and 28.28% in the event Maximum Subscription under the Offer is raised.	Refer to "Interests of Directors" on page 111 for full detail of the interests held by the Directors of 99wuxian.
Are the Directors or any Existing Holders selling Shares into this Offer?	No, the Directors and Existing Holders are not selling Shares into the Offer.	

Related party transactions

<p>What are the related party transactions?</p>	<p>There are no existing agreements or arrangements and there are no currently proposed transactions in which 99wuxian was, or is to be, a participant, and in which any related party had or will have a direct or indirect material interest, other than the compensation arrangements with Directors and executive officers. Handpay is not a related party of 99wuxian.</p>	<p>Refer to "Related party interests" on page 112.</p>
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Applications

<p>Am I eligible to participate in the Offer?</p>	<p>The Offer is open to all investors who are resident in Australia, however any person who has a registered address in any other country who receives this Prospectus may apply for CDIs but may only apply where that shareholder is able to reasonably demonstrate to the satisfaction of 99wuxian that they may participate in the Offer.</p>	<p>Refer to "How do I apply under the Offer?" on page 23.</p>
<p>How can I apply?</p>	<p>Instructions on how to complete the Application Form accompanying this Prospectus are set out in "How do I apply under the Offer?" on page 23 and on the Application Form itself.</p>	<p>Refer to "How do I apply under the Offer?" on page 23.</p>
<p>What is the minimum application amount under the Offer?</p>	<p>You may apply for a minimum parcel of 5,000 CDIs, for a minimum of A\$2,000, and thereafter in multiples of 1,000 CDIs.</p>	<p>Refer to "How do I apply under the Offer?" on page 23.</p>
<p>What is the allocation policy?</p>	<p>The Board will allocate Applications based on satisfying the Minimum Subscription of the Offer and to ensure an appropriate shareholder base for 99wuxian.</p>	<p>Refer to "Allocation policy" on page 25.</p>
<p>When will I receive confirmation that my Application has been successful?</p>	<p>Confirmation of successful Applications in the form of holding statements are expected to be despatched by post on or around 2 October 2013.</p>	<p>Refer to "Indicative timetable for the IPO" on page 18.</p>

<i>Item</i>	<i>Summary</i>	<i>Additional information</i>
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Dividends

Will dividends be paid?	Dividends will be paid subject to the financial performance of 99wuxian and in accordance with the dividend policy. The payment of any dividends will be in RMB or A\$ depending on the Shareholder's dividend currency nomination.	Refer to "Dividend policy" on page 99.
When will I receive dividends?	The payment of dividends will depend on the financial performance of the Company.	Refer to "Dividend policy" on page 99.

Tax and brokerage

What are the taxation implications of investing in the CDIs?	The taxation implications of investing in the CDIs will depend on each investor's individual circumstances. You should seek your own tax advice prior to applying for CDIs under the Offer.	Refer to "Taxation implications of investing under the Offer" on page 113.
Is there any brokerage commission or stamp duty payable?	You are not required to pay any brokerage commission or stamp duty for the acquisition of CDIs under the Offer. 99wuxian will however pay brokerage to stockbrokers or licenced investment advisors.	Refer to "Broker applications" on page 26.

Further information

How can I obtain further information?	If you have queries about investing under the Offer, you should contact your stockbroker, financial advisor, accountant or other professional advisor. If you have queries about how to apply under the Offer or would like additional copies of this Prospectus, please call the below between 8.30am and 5.00pm AEST: 99wuxian's Offer Information Line on 1300 096 027 or 03 9415 4163 (from within Australia) or +61 3 9415 4163 (from outside Australia) OR The Lead Broker on 02 9375 0100 (from within Australia) or +61 2 9375 0100 (from outside Australia)	Refer to "How do I apply under the Offer?" on page 23.
Documents incorporated by reference	If you would like to obtain a copy of any of the documents incorporated by reference into this Prospectus, copies may be obtained from the 99wuxian web site, or by contacting 99wuxian's Offer Information Line on the numbers detailed above.	

Key risks summary

You should read this entire Prospectus, including “Risk factors” at page 69, before making any decision to invest. Investing in the CDIs should be considered as speculative and the achievement of objectives high risk, and is not suitable as an investment for investors who require security of capital or income. You should consult your professional financial advisors before investing.

The “Risk factors” at page 69, and other general risks applicable to all investments in listed securities not specifically referred to, may in the future affect the value of the CDIs offered pursuant to this Prospectus. Accordingly, an investment in 99wuxian should be considered speculative. Set out below is a summary of the key risks in investing in 99wuxian and its CDIs. This information is intended to be a summary only and should be read in conjunction with the more detailed information on risks appearing in “Risk factors” at page 69 of this Prospectus.

Key risk	Comments	Additional information
Business Partners do not continue their co-operation with Handpay and 99wuxian	Handpay has contracts with Business Partners to provide them with a mobile payments solution. Handpay and 99wuxian must maintain close relationships with those Business Partners. Failure to maintain the relationships could result in the Business Partners withdrawing their support, possibly resulting in 99wuxian's revenues declining and operating results being materially and adversely affected.	Refer to "Risks related to 99wuxian's business and risks related to the industry in which 99wuxian operates" on page 70.
99wuxian depends on Handpay for a significant portion of its revenues	99wuxian has a long-term contract, and must maintain a close relationship, with Handpay. Any failure to maintain this close relationship could result in disputes with Handpay or failure to renew the contract with reasonable terms and conditions, possibly resulting in 99wuxian's revenues declining and operating results being materially and adversely affected.	Refer to “Risks related to 99wuxian’s business and risks related to the industry in which 99wuxian operates” on page 70.
99wuxian may not be able to prevent others from unauthorised use of its intellectual property	99wuxian relies on a combination of legislation and nondisclosure agreements to protect 99wuxian's intellectual property rights. Accordingly, 99wuxian's current, and possible future, lack of actual or legislative patent protection may prevent 99wuxian from being able to protect, or stop any unauthorised use of, 99wuxian's intellectual property.	Refer to “Risks related to 99wuxian’s business and risks related to the industry in which 99wuxian operates” on page 70.
Country risk and foreign operations	There are various risks associated with operating in foreign countries such as China and Hong Kong, including political, exchange rate, economic, sovereign, and transfer risk.	Refer to “Risks related to the Offer and an investment in CDIs and Shares” on page 74.

Key risk	Comments	Additional information
Risk of oppression of minority shareholders	<p>Immediately after the Offer, the Existing Holders will beneficially own approximately 95.12% of 99wuxian's issued capital (assuming that the Maximum Subscription is raised), or approximately 96.65% (assuming the Minimum Subscription is raised).</p> <p>Accordingly, if these Existing Holders act together, they would be able to exert a significant degree of influence over 99wuxian's management, affairs and matters requiring Shareholder approval, including the election of Directors and approval of significant corporate transactions. This concentration of ownership may harm the market price of the CDIs by delaying or preventing a change in control, even if a change is in the best interests of 99wuxian's other Shareholders.</p>	Refer to "Risks related to 99wuxian's business and risks related to the industry in which 99wuxian operates" on page 70.
Liquidity risk	<p>Existing Holders have all agreed to convert their Shares to CDIs as only CDIs can be traded on the ASX. Under the escrow requirements of the ASX Listing Rules, those Existing Holders, who hold 95.12% (based on the Maximum Subscription being raised) will not, however, be able to trade their CDIs for a period of 12-24 months commencing from the date of quotation of 99wuxian. The majority of the Existing Holder's CDIs will be escrowed, under an ASX imposed holding lock, for a 24 month period. Given the number of CDIs restricted from trading, there will only be liquidity with respect to 4.88% of the CDIs (based on the Maximum Subscription being raised) until such time as the Existing Holder's CDIs come out of escrow.</p>	Refer to "Risks related to the Offer and an investment in CDIs and Shares" on page 70.
99wuxian's business depends substantially on 99wuxian's management and other key personnel	<p>99wuxian relies on the expertise and experience of the Board of Directors and its management team to ensure its future success. If one or more of 99wuxian's management or Directors were unable or unwilling to continue in their present positions, 99wuxian's business, financial condition and results of operations may be materially adversely affected and employment costs may increase.</p>	Refer to "Risks related to 99wuxian's business and risks related to the industry in which 99wuxian operates on page 70.
Changes in technology could adversely affect 99wuxian's business	<p>99wuxian's success depends on the ability of its personnel to be constantly trained and kept up to date with the use of, and integration of existing systems with, new technologies.</p> <p>Accordingly, if 99wuxian is not able to sufficiently resource such training, then 99wuxian's ability to effectively compete in the market may suffer.</p>	Refer to "Risks related to 99wuxian's business and risks related to the industry in which 99wuxian operates" on page 70.

Indicative timetable for the IPO

<i>Event</i>	<i>Date</i>
Prospectus lodged with ASIC	23 August 2013
Opening Date	23 August 2013
Closing Date	20 September 2013
Allotment and issue of CDIs under the Offer	27 September 2013
Expected date for despatch of holding statements	2 October 2013
CDIs commence trading on ASX on a normal T+3 basis	8 October 2013

The timetable above is indicative only. All times are AEST. 99wuxian, in consultation with the Advisor reserves the right to vary the dates and times set out above subject to the Corporations Act and other applicable laws. In particular, 99wuxian reserves the right to close the Offer early, extend the Closing Date or accept late Applications without notifying any recipients of this Prospectus or any Applicants. Investors who wish to submit an Application are encouraged to do so as soon as practicable after the Offer opens.

Use of proceeds of the Offer

Based on the Maximum Subscription of A\$20,000,000, 99wuxian expects to receive approximately A\$17,472,639 of net proceeds from the Offer (after the costs of the Offer). The table below sets out the proposed use of funds from the Offer in A\$. 99wuxian has chosen to use an indicative foreign exchange rate of A\$1.00 = RMB 5.6058 (which is the exchange rate on the Conversion Date) in the calculation of the figures in the table below. Accordingly, investors should be aware that the amounts represented in the table below may change as a result of fluctuations in the A\$ to RMB exchange rate.

<i>Use of funds from the Offer</i>	<i>Minimum Subscription</i>	<i>Maximum Subscription</i>
Completion payment for Handpay Services Agreement ¹	5,351,600	5,351,600
Provision of general working capital ²	6,078,444	12,121,039
Expenses of the Offer ³	2,069,956	2,527,261
	A\$13,500,000	A\$20,000,000

Notes:

1. Refer to "Material Contracts" on page 38 for a summary of the Handpay Services Agreement.
2. Working capital expenditure is to be applied towards payments to Merchants for goods supplied to customer, operational and administration and costs associated with 99wuxian. Costs include wages and salaries, occupancy costs, professional consultant's fees, compliance and reporting costs associated with running an ASX listed company, as well as other typical administration costs.
3. Total cash expenses of the Offer will be funded from the proceeds of the Offer. Refer to "Offer expenses" on page 115 for a breakdown of these expenses.

The use of funds set out above represents 99wuxian's current intentions based upon its present plans and business conditions. The amounts and timing of the actual expenditures may vary significantly and will depend upon numerous factors, including the timing and success of 99wuxian's development efforts. 99wuxian believes that the current cash balances, together with the net proceeds of the Offer and gross profit from anticipated sales, will be sufficient to satisfy 99wuxian's requirements for approximately the next two years and that 99wuxian will have sufficient working capital to carry out its stated business objectives.

Share capital

Date of this Prospectus

The issued capital of 99wuxian as at the date of this Prospectus is set out in the table below:

<i>Class of security</i>	<i>Number of securities</i>
Shares (and equivalent CDIs) on issue at the date of this Prospectus ¹	974,569,500
Total Shares (and equivalent CDIs)	974,569,500

Notes:

1. Refer to "Memorandum and Articles of Association, Hong Kong laws and rights attaching to Shares" on page 100 for a summary of the principal rights, privileges and restrictions attaching to all Shares and "CHESS Depository Interests" on page 98 for a summary of the principal rights, privileges and restrictions attaching to all CDIs.

Historical share capital issue and consideration

The table below shows the share capital in 99wuxian from the date of incorporation to the date of this Prospectus:

<i>Issue details</i>	<i>Price per security</i>	<i>Number of securities</i>	<i>Sum paid</i>
1 Share at incorporation was split on the basis of 1,000 shares for every 1 share held on 28 May 2013	HKD0.001 (A\$0.00014)	1,000	HKD1.00 (A\$0.14)
Shares issued on 29 and 30 May 2013	HKD0.001 (A\$0.00014)	919,999,000	HKD919,999 (A\$129,426)
Shares issued on 31 May 2013	HKD1.04 (A\$0.149698)	54,569,500	HKD56,752,280 (A\$7,983,946)
Total Shares at date of Prospectus		974,569,500	HKD57,672,280 (A\$8,113,372)

Investors' should note that:

- the Share issued on incorporation (subsequently split on 28 May 2013) and the further issues on 29 and 30 May 2013 were issued to founding Shareholders of 99wuxian (Founders) at HKD0.001 (A\$0.00014) priced to reflect:
 - their contribution to the formation of 99wuxian following an extended period of discussion and negotiation with Handpay which commenced in 2009 and culminated in the incorporation of 99wuxian on 7 May 2013 and the entry into of the Handpay Services Agreement; and
 - the fact that the Founders received no monetary payment for their contribution to the formation of 99wuxian for the period between 2009 to the date of issue of all Shares to Founders.
- the Shares issued on 31 May 2013 were issued to seed capitalist investors (Seed Investors) for HKD1.04 each (A\$0.149693). This amount reflected the amount necessary to capitalise 99wuxian and to reflect the fact that at the time of subscription, 99wuxian and Handpay had not yet entered into the Handpay Services Agreement and, as such, there was a level of risk involved in acquiring those Shares.
- The table above shows the issue of shares in HKD and also shows the A\$ equivalents as at the Conversion Date, based on an exchange rate of A\$1.00=HKD 7.1083.

Allotment Date

At the Allotment Date, the issued capital of 99wuxian will be as set out in the table below:

Class of security	Shares/CDIs (Minimum Subscription raised)	% Total (undiluted) (Minimum Subscription raised)	Shares/CDIs (Maximum Subscription raised)	% Total (undiluted) (Maximum Subscription raised)
Shares (and equivalent CDIs) on issue at the date of this Prospectus¹	974,569,500	96.65%	974,569,500	95.12%
CDIs now offered for subscription	33,750,000	3.35%	50,000,000	4.88%
Total Shares (and equivalent CDIs) immediately following the allotment of CDIs under the Offer	1,008,319,500	100.00%	1,024,569,500	100.00%

Notes:

1. Refer to "Memorandum and Articles of Association, Hong Kong laws and rights attaching to Shares" on page 100 for a summary of the principal rights, privileges and restrictions attaching to all Shares and "CHESS Depository Interests" on page 98 for a summary of the principal rights, privileges and restrictions attaching to all CDIs.

Based on the table above, post IPO (in the event the Maximum Subscription is raised), Founders and Seed Investors have paid HKD57,672,280 (A\$8,113,372) in order to obtain 95.12% of the issued share capital in 99wuxian, whereas investors under this Offer will pay A\$20,000,000 in order to obtain 4.88% of the issued share capital in 99wuxian.

In the opinion of the Directors, the difference between the subscription price paid by the Founders (A\$0.00014 per Share) and the subscription price to be paid by investors under this Offer (A\$0.40 per CDI), reflects:

- the Founders contribution to the formation of 99wuxian following an extended period of discussion and negotiation with

Handpay which commenced in 2009 and culminated in the incorporation of 99wuxian on 7 May 2013 and the entry into of the Handpay Services Agreement;

- the fact that the Founders received no monetary payment for their contribution to the formation of 99wuxian for the period between 2009 to the date of issue of all Shares to Founders;
- the fact that the Shares were priced on the basis that at the time of issue they were unlisted;
- the fact that investors under this Prospectus are being offered CDIs in an entity that will be admitted to the official list of the ASX ; and

- the fact that Founders obtained their Shares prior to the Handpay Services Agreement being entered into.

In the opinion of the Directors, the difference between the subscription price paid by the Seed Investors (A\$0.13, the actual amount paid by Seed Investors per Share) and the subscription price to be paid by investors under this Offer (A\$0.40 per CDI), reflects:

- the risk assumed by the Seed Investors in investing prior to the Handpay Services Agreement being entered into; and
- the fact that the Shares were priced on the basis that at the time of issue they were unlisted.

Details of the Offer



The Offer

99wuxian is offering for subscription CDIs at an issue price of A\$0.40 per CDI, which equates to an issue price of A\$0.40 per Share.

99wuxian reserves the right not to proceed with the Offer at any time before the allotment of CDIs under the Offer. If the Offer does not proceed, Application Monies received by 99wuxian will be refunded in full without interest.

99wuxian, in consultation with the Advisor and the Lead Broker, also reserves the right to close the Offer early, to accept late Applications or extend the Offer (in certain circumstances) without notifying any recipient of this Prospectus or any Applicant.

How much is 99wuxian seeking to raise under the Offer?

The Maximum Subscription under the Offer is A\$20,000,000 representing 50,000,000 CDIs at A\$0.40 per CDI (equivalent to 50,000,000 Shares at A\$0.40 per Share).

The Minimum Subscription under the Offer is A\$13,500,000 representing 33,750,000 CDIs at A\$0.40 per CDI (equivalent to 33,750,000 Shares at A\$0.40 per Share).

If the Minimum Subscription is not obtained within four months after the date of this Prospectus, 99wuxian will repay all Application Monies in full without interest as soon as practicable or issue a supplementary or replacement prospectus and allow Applicants one month to withdraw their Applications and be repaid their Application Monies in full without interest.

Is the Offer underwritten?

The Minimum Subscription under the Offer of A\$13,500,000 is underwritten by Investorlink Securities Limited. A summary of the Underwriting Agreement, including the events which would entitle Investorlink Securities Limited to terminate the Underwriting Agreement, is set out under the heading "Underwriting Agreement" on page 39.

What are the CDIs?

99wuxian is incorporated in Hong Kong, which does not recognise the CHESS system of holding securities or electronic transfer of legal title to Shares. To enable companies such as 99wuxian to have their securities cleared and settled electronically through CHESS, depositary instruments called CHESS Depositary Interests (CDIs) are issued. CDI holders receive all of the economic benefits of actual ownership of the underlying shares. CDIs are traded in a manner similar to shares of Australian companies listed on ASX.

CDIs will be held in uncertificated form and settled/transferred through CHESS. No share certificates will be issued to CDI holders. Shareholders cannot trade their Shares on ASX without first converting their Shares into CDIs.

Each CDI represents one underlying Share. The main difference between holding CDIs and Shares is that CDI holders hold the beneficial ownership in the Shares instead of legal title. CDN, a subsidiary of ASX, will hold the legal title to the underlying Shares.

The Shares underlying the CDIs will be registered in the name of CDN and will be held on behalf of and for the benefit of the CDI holder. CDIs will be CHESS-approved from the date of official quotation in accordance with the Listing Rules and the ASX Settlement Operating Rules. The Shares underlying the CDIs will rank equally with the Shares currently on issue in 99wuxian. Investors should note that there are certain differences between Shares in 99wuxian and ordinary shares which are typically issued by Australian incorporated public companies. A summary of the key rights attaching to CDIs and Shares is set out under the headings "CHESS Depositary Interests" on page 98 and "Memorandum and Articles of Association, Hong Kong laws and rights attaching to Shares" on page 100.

Holders of CDIs can choose to have their CDIs converted to a direct holding of Shares as described under the headings "CHESS Depositary Interests" on page 98, however, if they do so they will no longer be able to trade on ASX. Similarly, subject to any restrictions under applicable law, holders of Shares may choose to convert their Shares to CDIs to enable them to trade on ASX, as described under the headings "CHESS Depositary Interests" on page 98.

How do I apply under the Offer?

Who is eligible to participate in the Offer?

Who can apply for CDIs under the Offer?

The Offer is open to all investors who are resident in Australia, however any person who has a registered address in any other country who receives this Prospectus may apply for CDIs but may only apply where that shareholder is able to reasonably demonstrate to the satisfaction of 99wuxian that they may participate in the Offer relying on a relevant exception from, or are not otherwise subject to, the lodgement, filing, registration or other requirements of any applicable securities laws in the jurisdiction in which they have a registered address.

Completing and returning your Application under the Offer

What is the minimum and maximum application under the Offer?

Applications must be for a minimum of 5,000 CDIs (A\$2,000) (equivalent to 5,000 Shares).

Applications in excess of the minimum number of CDIs must be in multiples of 1,000 CDIs (A\$400) (equivalent to 1,000 Shares).

There is no maximum amount that may be applied for under the Offer. 99wuxian, in consultation with the Advisor, reserves the right to aggregate any Applications under the Offer which it believes may be multiple Applications from the same person. 99wuxian, in consultation with the Advisor, reserves the right to reject any Application or to allocate a lesser number of CDIs than that which is applied for.

How do I apply under the Offer?

In order to apply under the Offer, please complete the Application Form that forms part of, is attached to, or accompanies this Prospectus or a printed copy of the Application Form attached to the electronic version of the Prospectus. Application Forms must be completed in accordance with the accompanying instructions.

If paying by cheque(s) or bank draft(s):

Once completed, please send your Application Form and Application Monies to 99wuxian's Share Registry at the address set out below.

Computershare Investor Services Pty Limited
GPO Box 2115
Melbourne VIC 3001
Australia

If paying electronically:

- Once completed, please:
 - (a) send your Application Form to Novus Capital Limited at:
 - (i) the address set out below:

PO Box R1464
Royal Exchange
NSW 1225

Or

- (ii) by fax to +61 9247 4844
- (b) Transfer the Application Monies to:
Novus Capital Limited Trust Account - 99wuxian

BSB: 06 2022

Account number: 1009 8793

Please insert the following on the transfer details: "99wuxian/[insert your name]"

How to complete and attach your cheque for the Application Monies or pay electronically

If paying by cheque(s) or bank draft(s):

If paying the Application Monies by cheque(s) or bank draft(s), such cheque(s) or bank draft(s) must be :

- in Australian currency;
- drawn at an Australian branch of a financial institution;
- crossed "Not Negotiable"; and
- made payable: to "99 Wuxian Limited".

If paying by cheque(s), Applicants should ensure that sufficient funds are held in the relevant account(s) to cover your cheque(s). If the amount of your cheque(s) for Application Monies (or the amount for which those cheques clear in time for the allocation) is insufficient to pay for the amount you have applied for in your Application Form, you may be taken to have applied for such lower amount as your cleared Application Monies will pay for (and to have specified that amount in your Application Form) or your Application may be rejected.

If paying electronically:

Application Monies may be transferred electronically in accordance with the details below:

Novus Capital Limited Trust Account - 99wuxian

BSB: 06 2022

Account number: 1009 8793

Please insert the following on the transfer details: "99wuxian/[insert your name]"

Fees, costs and timing for Applications

When does the Offer open?	The Offer is expected to open for Applications on 23 August 2013.
What is the deadline to submit an Application under the Offer?	It is your responsibility to ensure that your Application Form and Application Monies are submitted before 5.00pm (AEST) on the Closing Date for the Offer which is 20 September 2013. 99wuxian, the Advisor and the Share Registry take no responsibility for any acts or omissions committed by your broker in connection with your Application.
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of CDIs under the Offer. Brokerage and/or handling fees on applications for CDIs will be payable to member firms of the ASX or licensed investment advisors on such Application Forms bearing their codes and accepted by 99wuxian. These fees will be paid from the proceeds of the Offer.
What are the costs of the Offer and who is paying them?	The costs of the Offer include the legal, accounting, advisory and other costs associated with the production of the offering documentation. At the time of production of this Prospectus, the cash costs were estimated to be A\$2,069,956 (Minimum Subscription) and A\$2,527,361 (Maximum Subscription). Refer to "Offer expenses" on page 115. 99wuxian is paying these cash costs from the proceeds of the Offer.

Confirmation of your Application and trading on the ASX

When will I receive confirmation whether my Application has been successful?	Holding statements confirming Applicants' allocations under the Offer are expected to be sent to successful Applicants on or around 2 October 2013. Applicants under the Offer will be able to call 99wuxian's Offer information line on 1300 096 027 or 03 9415 4163 (from within Australia) or +61 3 9415 4163 (from outside Australia) between 8.30am and 5.00pm AEST, from 27 September 2013 to confirm their allocation.
When will I receive my CDIs and when can I trade my CDIs?	Subject to ASX granting approval for 99wuxian to be admitted to the official list of ASX, 99wuxian will procure the issue of CDIs by CDN to successful Applicants as soon as practicable after the Closing Date. Allotment is expected to occur on 27 September 2013. Trading of CDIs on ASX is expected to commence on 8 October 2013 on a normal T + 3 settlement basis. If you sell CDIs before receiving an initial holding statement, you may contravene the Listing Rules and do so at your own risk, even if you have obtained details of your holding from your broker or 99wuxian's Offer Information Line.
Who do I contact if I have further queries?	If you have queries about investing under the Offer, you should contact your stockbroker, financial advisor, accountant or other professional advisor. If you have queries about how to apply under the Offer or would like additional copies of this Prospectus, please call 99wuxian's Offer Information Line on: 1300 096 027 or 03 9415 4163 (from within Australia); or +61 3 9415 4163 (from outside Australia), between 8.30am and 5.00pm AEST.

Allocation policy

The basis of allocation of CDIs under the Offer (including any amount above the Minimum Subscription) will be determined by 99wuxian, in consultation with the Advisor and the Lead Broker.

99wuxian, in consultation with the Advisor and the Lead Broker, reserves the right in its absolute discretion to issue no CDIs to Applicants under the Offer and may reject any Application or allocate a lesser amount of CDIs than those applied for at its absolute discretion.

Application Monies

All Application Monies will be held by 99wuxian's Share Registry or the Lead Broker, on trust in a separate account until CDIs are issued to successful Applicants.

Application Monies will be refunded in A\$ to the extent that an Application is rejected or scaled back, or the Offer is withdrawn. No interest will be paid on refunded amounts. 99wuxian will retain any interest earned on Application Monies.

ASX listing

No later than seven days after the date of this Prospectus, 99wuxian will apply to the ASX for admission to the official list of the ASX and for the CDIs to be granted official quotation by the ASX.

99wuxian is not currently seeking a listing of its Shares or any CDIs on any other stock exchange.

The admission of 99wuxian to the official list of ASX and official quotation of the CDIs is not to be taken in any way as an indication of the merits of 99wuxian or the CDIs offered for subscription under the Offer.

ASX takes no responsibility for the contents of this Prospectus. Normal settlement trading in CDIs, if quotation is granted, will commence as soon as practicable after the issue of holding statements to successful Applicants.

It is the responsibility of Applicants to determine their allocation prior to trading in the CDIs. Applicants who sell CDIs before they receive confirmation of their allotment may contravene the Listing Rules and do so at their own risk.

If permission for quotation of the CDIs is not granted within three months after the date of this Prospectus, all Application Monies will be refunded without interest as soon as practicable.

Risk factors

You should read this entire Prospectus, including “Risk factors” on page 69, before making any decision to invest. Investing in the CDIs should be considered as speculative and the achievement of objectives high risk, and is not suitable as an investment for investors who require security of capital or income. You may wish to consult your professional financial advisors before investing.

The risk factors set out in “Risk factors” on page 69 and other general risks applicable to all investments in listed securities not specifically referred to, may in the future affect the value of the CDIs offer pursuant to this Prospectus. Accordingly, an investment in 99wuxian should be considered speculative.

Tax implications of investing in 99wuxian

The taxation consequences of any investment in CDIs will depend on your particular circumstances. It is your responsibility to make your own enquiries concerning the taxation consequences of an investment in 99wuxian. If you are in doubt as to the course you should follow, you should seek your own professional advice. Refer to “Taxation implications of investing under the Offer” on page 113 for further information.

Overseas distribution

This Prospectus does not constitute a public offer or invitation in any jurisdiction other than Australia. No action has been taken to register or qualify the CDIs or the Offer, or to otherwise permit a public offering of CDIs in any jurisdiction outside Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who reside outside Australia and who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Any person who has a registered address in any other country who receives this Prospectus may only apply for CDIs where that shareholder is able to reasonably demonstrate to the satisfaction of 99wuxian that they may participate in the Offer relying on a relevant exception from, or are not otherwise subject to, the lodgement, filing, registration or other requirements of any applicable securities laws in the jurisdiction in which they have a registered address.

99wuxian will not offer to sell, nor solicit an offer to purchase, any securities in any jurisdiction where such offer, sale or solicitation may not lawfully be made. Any failure to comply with these restrictions may constitute violation of applicable securities laws.

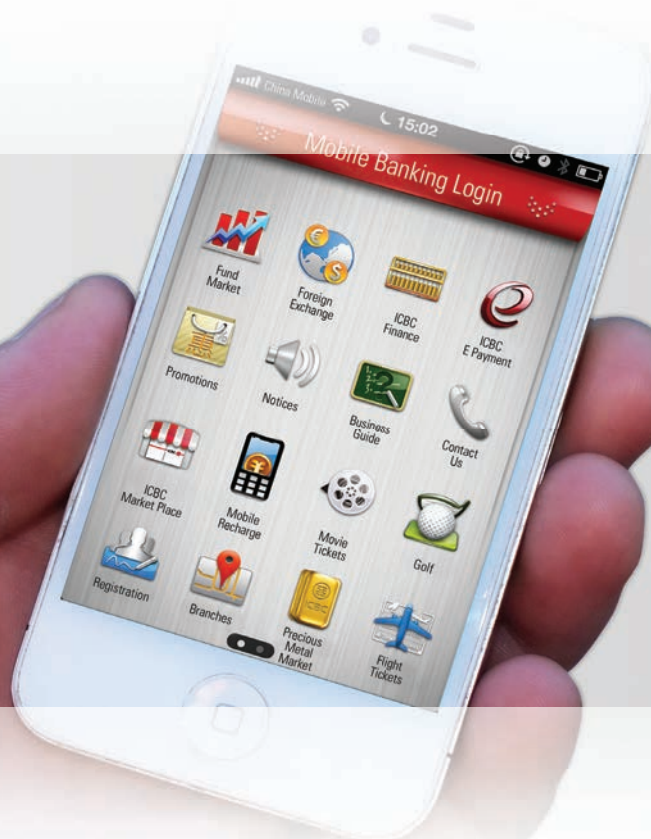
Restricted securities

Subject to 99wuxian being admitted to the Official List, certain Shares on issue prior to the Offer are likely to be classified by the ASX as restricted securities and will be required to be held in escrow. Refer to “Escrow arrangements” on page 111 for further information.

Broker applications

All valid applications lodged by stockbrokers or organisations which are member firms of the ASX or licensed investment advisors and which bear a stamp or code may be paid a fee on valid applications that are accepted by 99wuxian. This fee will be paid by 99wuxian.

Our business



Overview

The main business of the 99wuxian Group is derived from the exclusive Handpay Services Agreement between 99wuxian and Handpay. This venture manages, operates, maintains and finances Handpay's mobile online marketplace, "99wuxian.com". The Handpay Services Agreement provides for customer access and value sharing. Refer to "Handpay Services Agreement" on page 38.

99wuxian.com is a mobile online marketplace operating in the Chinese market. The marketplace offers a variety of goods and services, both physical and virtual, accessible to mobile telephone users via their Smartphone, and to other mobile telephone users who access via WAP.

99wuxian.com was developed in 2010 and officially launched by Handpay in May 2011 (refer to "Handpay" on page 37).

During the process of developing mobile payment APPs for the major Chinese banks, telecommunications (telco) and other financial institutions (Business Partners), Handpay recognised there was an opportunity to establish a mobile online marketplace which reached out to the mobile payment customers of the Business Partners. The gateway to these customers was the addition of the mobile online marketplace to the mobile payment APP that Handpay was contracted to develop for these Business Partners.

Business Partners were willing to co-operate in developing 99wuxian.com subsequent to Handpay providing a secure mobile payments technology gateway. Co-operation with these reputable organisations provide a solid foundation for the operation of 99wuxian.com due to the fact that customers have confidence in purchasing and paying on

Business Partner portals. The strategic relationship between Handpay and its Business Partners has been the foundation of the expansion of the 99wuxian.com business.

As 99wuxian.com conducts its business mainly in B2B2C, there are two distinct levels of target clients:

- **Business Partners**

Business Partners are large scale companies with strong customer bases and merchant resources. Handpay focuses on the banking, finance and telco sectors. These Business Partners represent a market of approximately 800 million mobile users and 2 billion debit and credit cards. In addition to providing a mobile online marketplace embedded into its mobile banking APP, Handpay also co-organises joint activities to promote the business of 99wuxian; and

- **Merchants**

Merchants provide goods or services to customers. Examples include telco companies (as Merchants), online game providers, Ctrip (China's largest online hotel and ticket booking agent), Gewara (a large Chinese movie ticket agent), QQ and SNDA (largest online game suppliers in China), Dianping.com and 85°C cafe (China's largest catering service providers) and Yihaodian (one of China's largest online supermarkets). 99wuxian has imposed strict customer protection measures for Merchants placing their goods or services on its mobile online marketplace, consistent with Business Partners requirements.

The target customers of 99wuxian.com are mobile telephone users who enter 99wuxian.com through the gateways provided by Business Partners to their customers. The customers view 99wuxian.com as a trusted supplier of products because the entrance gateway is provided by their trusted bank, telco or financial institution. This is a major attraction for the Chinese online market.

Handpay has accredited reputable Merchants, both online and offline, with the right to market their products and services through 99wuxian.com. 99wuxian considers that 99wuxian.com provides an efficient and cost effective pathway to the large customer bases of the Business Partners. 99wuxian.com currently features products provided by over 150 accredited quality Merchants to the customers of Business Partners.

99wuxian.com historical performance

Handpay formally launched the 99wuxian platform in May 2011 following the development and successful trialling of the platform. Following the launch of the 99wuxian.com platform Handpay separated in its financial records revenue generated by 99wuxian.com from revenue generated by Handpay's other core activities. However, Handpay did not separate expenses attributable to 99wuxian.com from other expenses of Handpay. The expenses consist in the main of staff related costs and marketing and promotion costs.

Handpay management and the 99wuxian Advisor reviewed the 2011 and 2012 year accounts of Handpay and concluded that it was not possible to allocate costs between divisions of Handpay with a degree of accuracy that would allow an Investigating Accountant to review and report on figures for

99wuxian.com. For this reason no accurate historical profit and loss accounts for Handpay's 99wuxian.com operations can be provided, so there is no history of 99wuxian.com making profits.

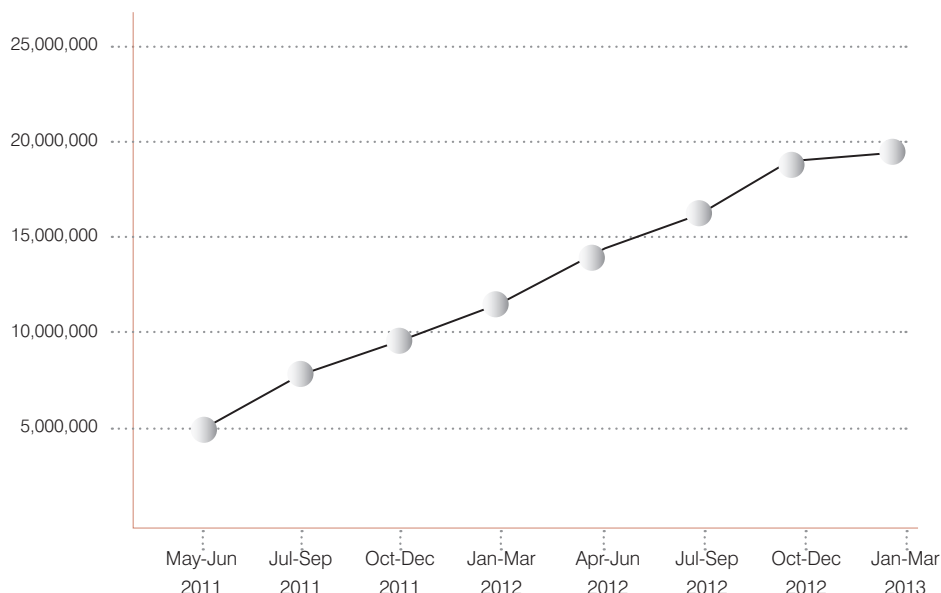
quarterly revenue since the official launch of the platform by Handpay in May 2011, The charts have been prepared using figures reviewed by the Investigating Accountant (refer to page 91).

purchase through the 99wuxian.com mobile online marketplace. By definition, the number of active users changes constantly as it is determined by registered user activity levels.

The charts below illustrate 99wuxian.com's registered users and

"Active users" of 99wuxian.com are registered users who regularly

Registered users at the end of quarter

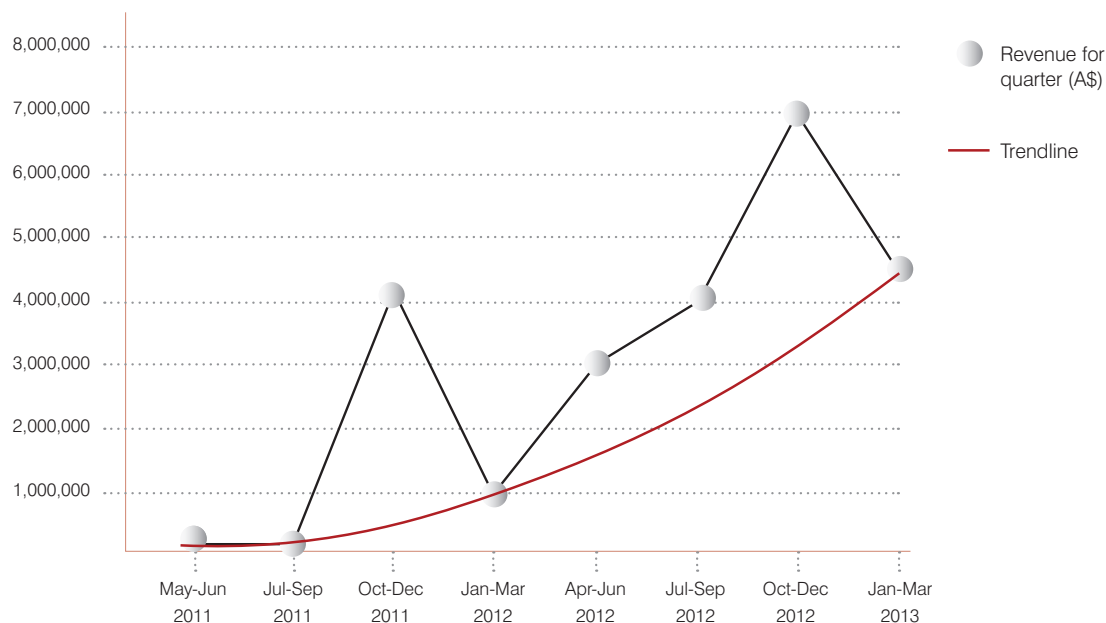


The chart above shows the number of registered users for the quarter ending June 2011 to the quarter ending March 2013 has grown by an average of 2.094 million new registered users per quarter.

The chart above shows only the trend in registered users. This does not necessarily bear any relationship to the number of active users from whom 99wuxian generates revenue. Accordingly, the chart above should not be taken as an indication of any positive trend in active users.

Given Handpay have refined their definition of active users a number of times since 99wuxian.com commenced operations, this has precluded any accurate measurement of the number of active users as a proportion of registered users.

Revenue generated by 99wuxian.com



The chart on page 29 shows quarterly revenue since the launch of 99wuxian.com. Management consider that the spike in revenue in the October to December quarters reflect the seasonal effect of sales in that quarter each year. The comparative quarterly growth in revenue is summarised as:

- September 2011 to September 2012 quarter, revenue grew 1,579%;
- December 2011 to December 2012 quarter, revenue grew 64%; and
- March 2012 to March 2013 quarter, revenue grew 402%.

Corporate structure

99wuxian was incorporated in Hong Kong as “99 Wuxian Limited 99 無限有限公司” under Company Registration No. 1903220 on 7 May 2013. The Company name was changed to “99 Wuxian Limited” on 10 June 2013. 99wuxian owns 100% of the issued share capital in Ninety nine Trading (Shanghai) Co., Ltd, a PRC registered entity.

On 17 July 2013 99wuxian entered into the Handpay Services Agreement. Full details of the Handpay Services Agreement is provided in ‘Material Contracts’ on page 38. This is the principal agreement pursuant to which 99wuxian agrees to manage, operate, maintain and finance the 99wuxian.com mobile online marketplace. In consideration for the services provided by

99wuxian, 99wuxian acquires all rights, title and interest to the net profit derived from the 99wuxian.com mobile online marketplace less a fee paid to Handpay.

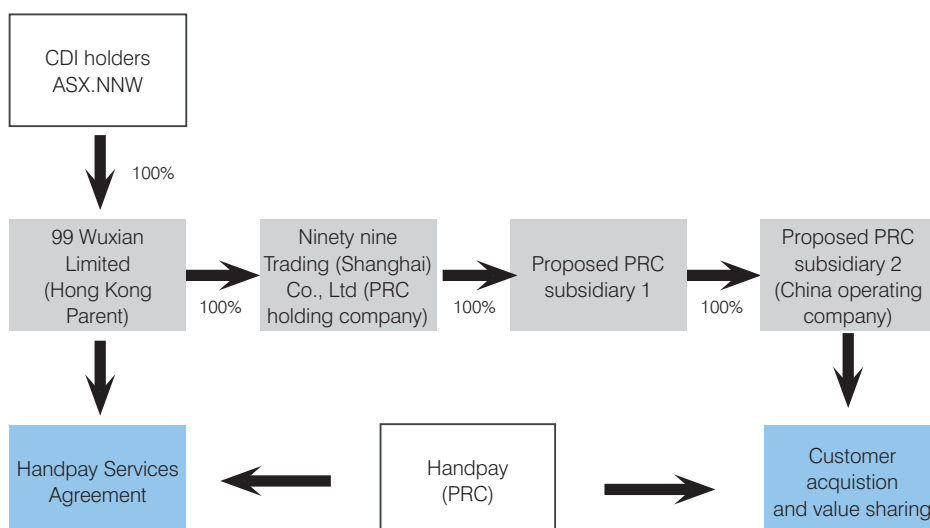
The 99wuxian Group operates across Hong Kong and the PRC. 99wuxian holds 100% of the issued share capital in Ninety nine Trading (Shanghai) Co., Ltd, a PRC holding company and a wholly owned foreign company (WFOE). The WFOE is not an operating entity.

It is anticipated that within the next 2-3 months, 99wuxian will acquire two additional PRC subsidiaries (referred to as ‘Proposed PRC subsidiary 1’ and ‘Proposed PRC subsidiary 2’ above). The WFOE has been incorporated to hold 100% of Proposed PRC subsidiary 1. Proposed PRC subsidiary 2 is in turn to be 100% held by Proposed PRC subsidiary 1. Proposed PRC subsidiary 2 once part of the 99wuxian Group, will assume responsibility for the day-to-day operations of 99wuxian.com from 99wuxian.

Proposed PRC subsidiary 1 has been incorporated as an interposed entity between WFOE and Proposed PRC subsidiary 2 in order for Proposed PRC subsidiary 2 to be deemed a ‘domestic entity’ in PRC. This status is required in order for Proposed PRC subsidiary 2 to act as the China operating entity of the 99wuxian Group.

The incorporation of ‘Proposed PRC subsidiary 1’ and ‘Proposed PRC subsidiary 2’ is a matter of process only and there is no risk that ‘Proposed PRC subsidiary 1’ and ‘Proposed PRC subsidiary 2’ will not be incorporated and form part of the 99wuxian Group.

99wuxian adopted the above structure to include the WFOE and ‘Proposed PRC subsidiary 1’ and ‘Proposed PRC subsidiary 2’ based on advice from its Hong Kong and PRC legal advisers.



Key business drivers

These include:

- Anticipated growth of retail sales in China (refer to “Chinese consumers” on page 53);
- Anticipated increase in the mobile phone market share of Smartphones in China (refer to “Smartphone use in China” on page 51);
- Anticipated growth of online sales in China (refer to “e-commerce/e-tailing” on page 52) and particularly the growth of mobile online sales;
- Anticipated increase in the number of Business Partners for whom Handpay will complete mobile payment APPs in the coming year;
- 99wuxian management focusing on adding new products (for example virtual products, small amount financing and insurance premiums, all of which are easily delivered over the internet) to the platform which will deliver higher service fees to 99wuxian;
- Emphasis on analysing data to provide Merchants with customers who match their products, based on analysis of customer spending patterns;

- Focusing on providing customers with the ability to redeem their Business Partner reward points to purchase goods from 99wuxian.com;
- Anticipated increase in the number of potential customers that can be reached through the mobile payment APPs of the Business Partners who use Handpay's payments technology and who carry the 99wuxian APP within their payments systems;
- Anticipated rise in interest from Merchants who either have, or will want to, join 99wuxian.com because of the large number of potential customers they can access; and
- Emphasis on the exclusivity of the co-operation relationship by way of the Handpay Services Agreement.

Growth plans

Management's strategy is to expand the number of 99wuxian.com's Business Partners and hence the customer base. With Handpay's current position in mobile payment and resources, 99wuxian and Handpay jointly aim to achieve an active user growth rate higher than any of its competitors in the future. The three key considerations in this core strategy are:

- Identifying and understanding user base demographics;
- Promoting quality and market share (directly affects 99wuxian's business revenue); and
- Establish brand name and value (strengthening the user reliance).

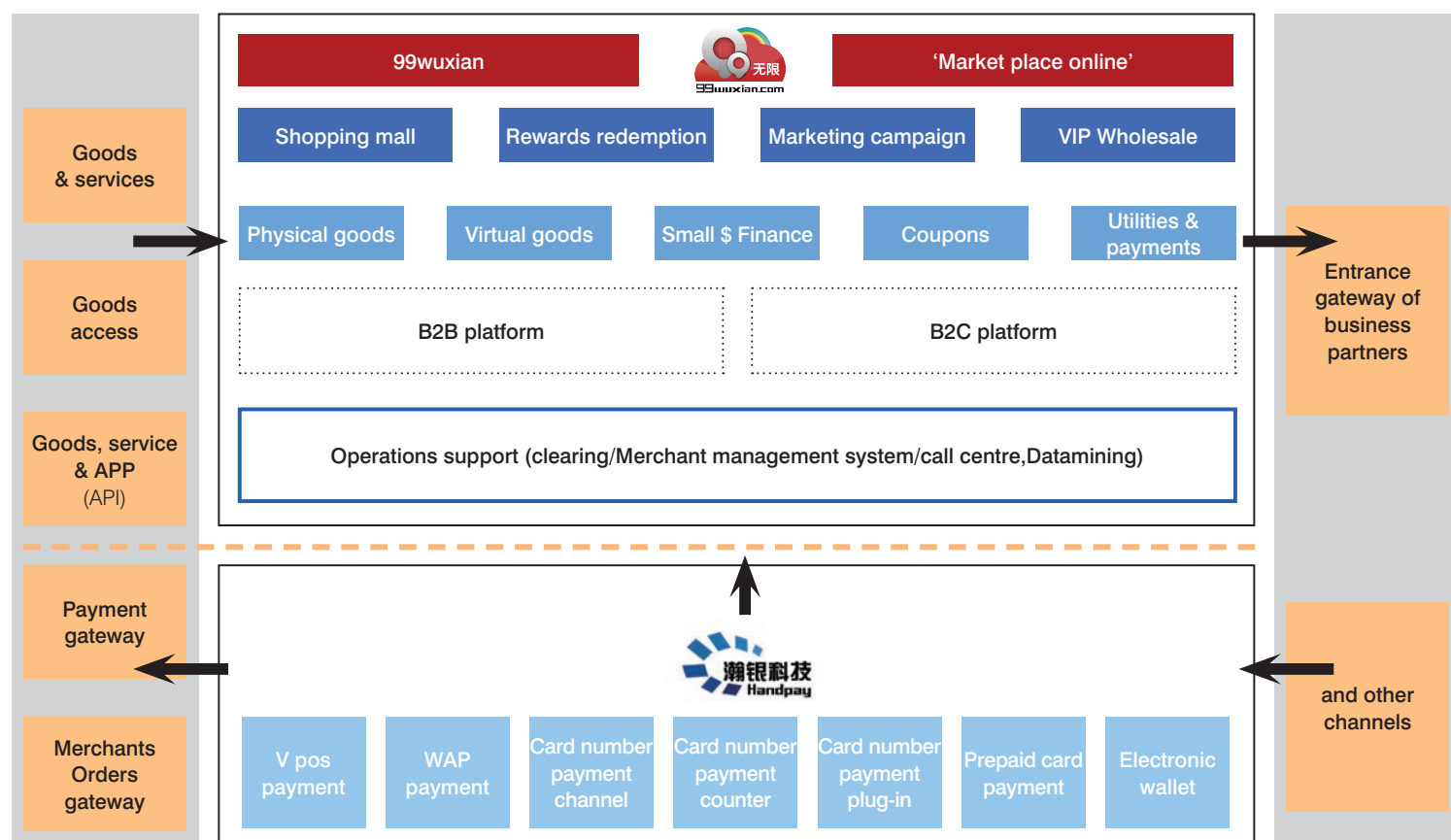
99wuxian and Handpay will further enhance their relationships with high quality Business Partners through the provision of integrated mobile payment solutions which:

- Focus on large Business Partners such as banks, insurance companies and telcos gaining leverage in marketing products;
- Provide a greater number of high quality Merchants and goods and services on the mobile online marketplace to allow more options for customers; and
- Promote a greater number of high margin goods or services to enhance overall profitability.

Business operations

99wuxian.com is operated by 99wuxian under the terms of the exclusive Handpay Services Agreement set out on page 38.

The business operating relationships are illustrated below.

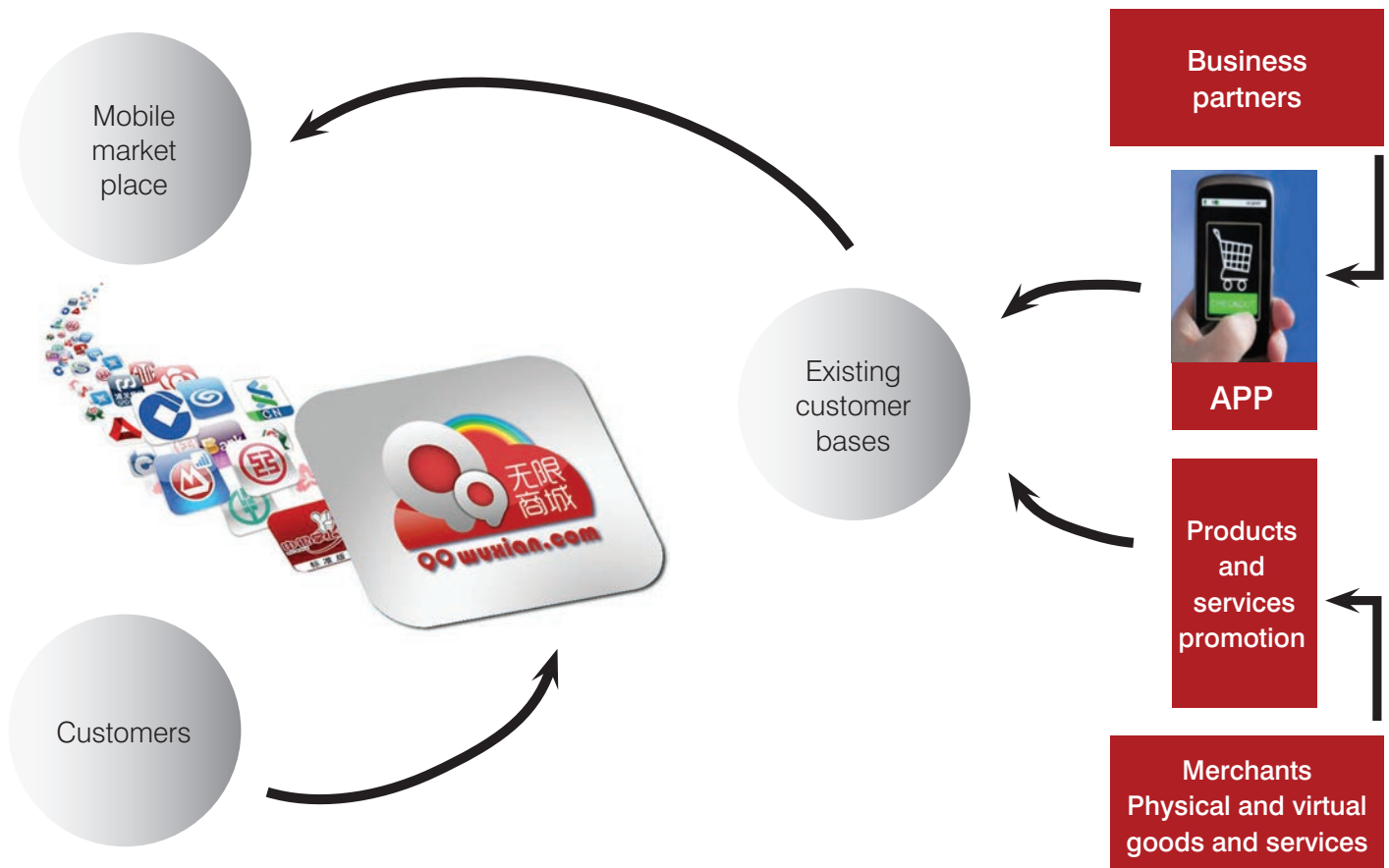


Marketing

99wuxian.com's primary customer acquisition focus is achieved through a B2B2C model. Business Partners initially promote Hand-pay's mobile payment platform to customers and provide a mobile

APP that connects them directly to the 99wuxian.com mobile online marketplace. The Merchants offering products and services on the 99wuxian.com marketplace provide

marketing and promotion offers to existing 99wuxian Business Partners and their existing customer bases. This marketing model is illustrated in the diagram below.



Geographical presence

Mobile payment or mobile online marketplace services are available all over China and has no geographical limitations.

The current target markets are the first to second tier cities or economically developed provinces (for example Beijing, Shanghai, Zhejiang Province, Jiangxi Province, Guangdong Province and Fujian Province).

The reasons are:

- Customers in these provinces have a higher income and greater purchasing power. They consume over and above their basic living needs. They also more frequently use credit cards, play online games, require small financing needs, buy lottery tickets and generally consume mobile related services; and
- e-tailing is more mature and popular in these places. People are more used to purchasing and consuming online.

Benefits

99wuxian.com is a B2B2C platform providing benefits to the following three groups:

Merchants	<p>Business Partners customers are Merchants' targets as they are essentially pre-qualified. They also represent an attractive channel to market products as Business Partners only promote high quality and well branded products or services. Cooperation with 99wuxian.com means cooperation with the Business Partners, allowing Merchants to reach out to these quality customers without approaching them individually. 99wuxian.com provides a convenient and secure platform for both Merchants to market their goods and services and customers to consume. Merchants can then focus on product or service quality, including delivery of the goods or services, without payment collection problems because 99wuxian.com and the Business Partners provide payment certainty. 99wuxian has a large customer data base which allows 99wuxian.com to design different targeted activities for different Merchants.</p>
Business Partners	<p>Business Partners benefit by providing a mobile online shopping gateway to their customers secure in the knowledge that the customer will only be dealing with accredited and reputable Merchants with safety of payment. Customers are provided with an easy access, direct payment mobile APP which suits the lifestyle demands of the modern consumer. Business Partners have reduced transaction costs associated with mobile payments as compared with over the counter payments. They also benefit from a new sales channel for joint marketing and promotion with Merchants and 99wuxian.com, which provides mobile marketing solutions, including the ability to analyse data and target customers.</p>
Customers	<p>Customers of Business Partners can access quality products and services, paid by a safe and secure payments system, through a secure and convenient gateway provided by 99wuxian.com. 99wuxian.com is within the banks'/operators' APP, so customers can access the APP easily and pay through their designated bank account, or use their Business Partner reward points to make purchases. This provides a convenient and secure shopping platform.</p>

Major 99wuxian.com Merchants

The table below provides a summary of the major Merchants who are currently offering their products on 99wuxian.com.

Mobile recharge	China Mobile China Unicom China Telecom
Online game recharge	Tencent QQ Netease Shengda Online Perfect World
Physical goods	Shanghai Rainbow Group Shanghai Huayue Information Co., Ltd Shanghai D&Fung International Group

Target customers

The customers targeted by 99wuxian have the following characteristics:

- **Aged 22-45**
Most target customers are aged 22-45 as they are deemed receptive to m-commerce consumer behaviour. Currently 99wuxian's users are predominantly within this band;
- **Smartphone users**
Due to the development of the mobile internet and Smartphone functionality, including convenience and increasing security, more users are willing to use their handset to connect online to consume and make payments;
- **New generation**
New generation customers are willing to utilise new technology. They seek to save time by buying or paying using their mobile phone; and

- **Familiar with mobile phone operation**

Customers familiar with mobile phone operation are more willing to make purchases using their mobile phone.

Customer acquisition and purchases

Customers can access to 99wuxian.com mobile online marketplace through:

- Mobile banking APP; or
- WAP website.

Customers do not have to register to view the products and services in 99wuxian.com mobile online marketplace. The customer can register at any time before the first purchase transaction, or when they first purchase on 99wuxian.com. After they complete this once only registration, they become a registered user of 99wuxian.com.

Customers view the products for sale, and can complete the purchase and receive an order confirmation. Customers then confirm the order and make payment. Merchants arrange the delivery of products after the payment is completed. Customers are able to check the delivery status online at any time.

The screen shots below are an example of the customer facing mobile APP for customers of the Industrial & Commercial Bank of China.

The screen shots below are of the customer facing mobile APP of the Industrial and Commercial Bank of China. The customer facing mobile APP has been translated into English in order to demonstrate how the customer facing mobile APP looks to potential customers.

1



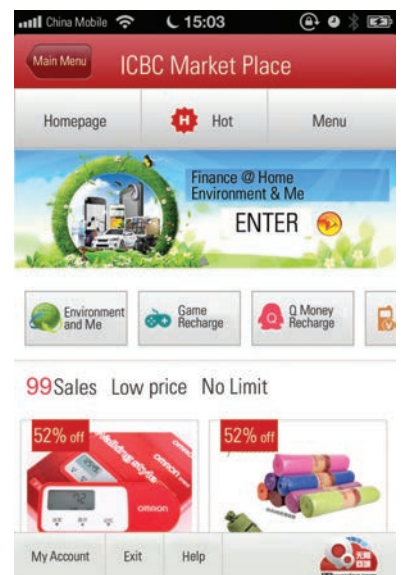
Industrial & Commercial Bank of China mobile APP

2



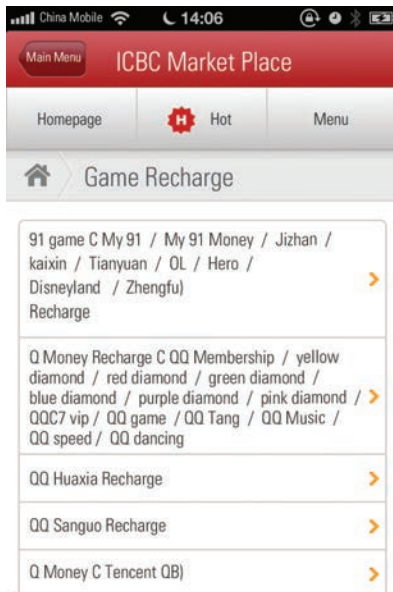
Sub menu showing mobile online marketplace option

3



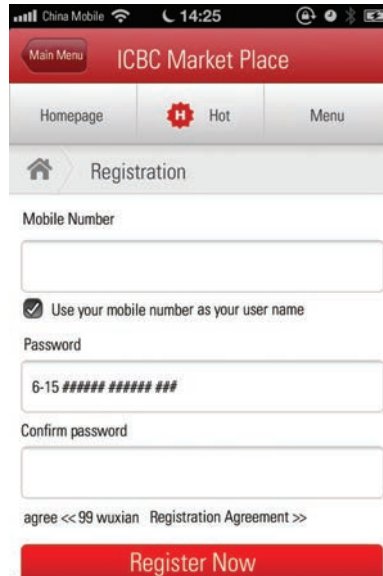
Menu of goods, physical or virtual, available for purchase on 99wuxian.com

4



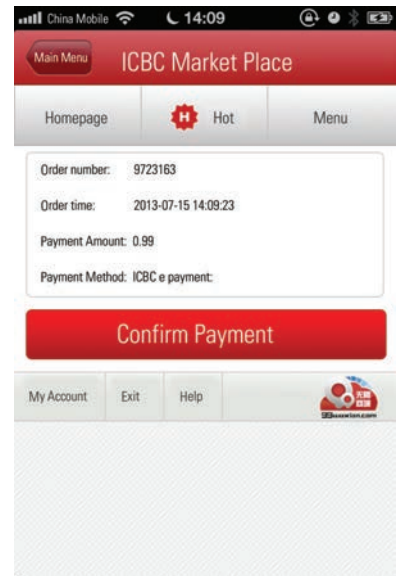
Online game recharge
selected for purchase through
99wuxian.com

5



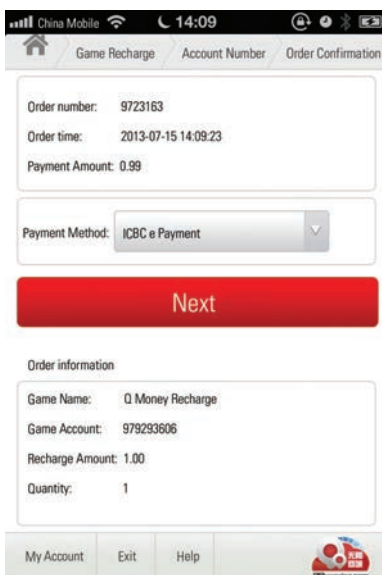
Register with 99wuxian –
completed with first
purchase transactions
(using mobile number)

6



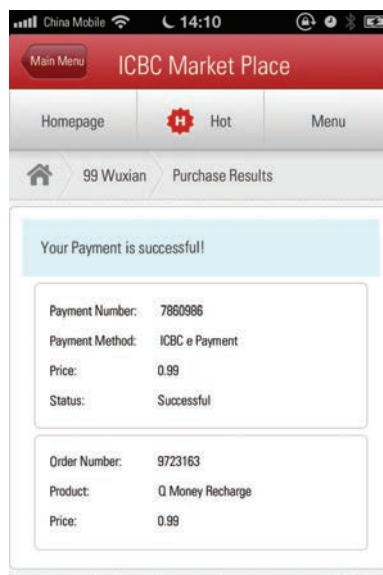
Payment for online game
recharge purchased

7



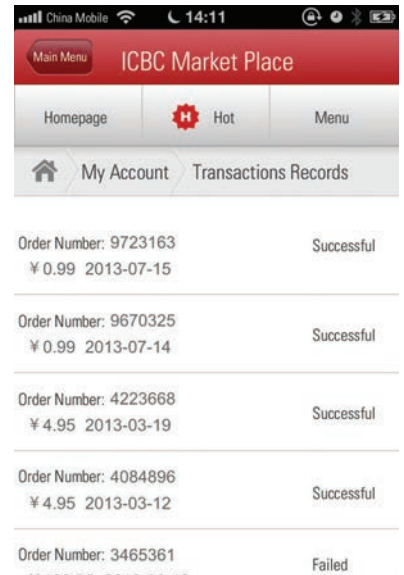
Request to confirm payment
for purchase of online game
recharge

8



Confirmation that payment
has been completed

9



Checking historical
transactions on 99wuxian.com

Handpay

Handpay commenced operations in January 2006 in Shanghai and now has branch offices in Beijing and Shenzhen. Handpay is one of the leading and most reputable national mobile payment and mobile payment application, platform development and platform operation companies in China.

Handpay co-operated with China UnionPay Co Ltd (UnionPay) in establishing a national mobile payment standard, which was subsequently approved by the People's Bank of China. Handpay and UnionPay both own parts of the intellectual property behind this standard.

Handpay later contracted with all four major Chinese banks (Bank of China, China Construction Bank, Agricultural Bank of China and Industrial and Commercial Bank of China) to provide mobile payment and related value added services for those banks. This established Handpay as the market leader in this field. Handpay now provides this service to 8 of the top 10 banks in China and to selected small-medium banks.

Handpay generates revenue from an agreed share of transaction fees charged by banks or UnionPay to Merchants for the use of mobile payment services. Handpay has also contracted with leading telecom companies in China (China Telecom and China Unicom) to develop mobile payment applications.

In 2012, Handpay was granted an approved "Third Party Payment Service Provider" license by the People's Bank of China.

In China approximately 200 companies have been granted such licenses, however only approximately 20 of them are allowed to participate in the mobile payment operation services segment of the market. Handpay today has mobile payment APPs contracts (including 99wuxian.com gateways) established and operating with the following key Business Partners:

- China Construction Bank (CCB);
- Industrial & Commercial Bank of China (ICBC);
- Agricultural Bank of China (ABC);
- Bank of China (BOC);
- China UnionPay;
- epay.10010.com (a division of China Unicom);
- Standard Chartered Bank;
- Postal Savings Bank of China;
- Shanghai Pudong Development Bank;
- Bestpay (a division of China Telecom);
- China Mobile (Shanghai);
- Ping An Insurance Group;
- Shanghai RCB;
- Industrial Bank Co. Ltd;
- Bank of Beijing;
- China Mingsheng Banking Co;
- China CITIC Bank;
- Bank of Kunlun; and
- Bank of Shanghai.

Included in this list of contracts are the four largest banks in China being ICBC, CCB, ABC and BOC. Also included are divisions of the three major telcos in China Mobile, China Unicom and China Telecom.

The following major institutions are key Business Partner accounts who have executed contracts under which Handpay will develop mobile payment applications. It is expected that, pursuant to the terms of their executed contracts with Handpay, customers of these Business Partners will connect to 99wuxian.com in the coming twelve months:

- Bank of Communications;
- Bank of Nanjing;
- Bank of Jinzhou;
- Zhejiang Tailong Commercial Bank;
- Bank of Ningbo;
- Jiangsu Rural Credit Union;
- Guangzhou Rural Commercial Bank;
- Chongqing Three Gorges Bank
- Bank of Wenzhou;
- Guangdong Rural Credit Cooperatives;
- Bank of Chongqing;
- China Zheshang Bank;
- Shenzhen Rural Commercial Bank;
- QILU Bank; and
- China Resources Bank of Zhuhai Co., Ltd.



Material Contracts

Handpay Services Agreement

99wuxian and Handpay entered into the Handpay Services Agreement on 17 July 2013. Under the agreement, 99wuxian and Handpay agreed to enter into a contract for 99wuxian to manage, operate, maintain and finance the 99wuxian.com mobile online marketplace owned by Handpay in consideration for the acquisition of all rights, title and interest to the net profit derived from the 99wuxian.com mobile online marketplace less a fee paid to Handpay.

The Handpay Services Agreement was executed by Handpay following a recommendation by the independent Handpay directors and the approval of Handpay shareholders that the Handpay Services Agreement be entered into. Non-executive directors of 99wuxian executed the agreement on behalf of 99wuxian following lengthy arms length negotiations between the independent directors of Handpay and the founders of 99wuxian and their Advisor. Amalisia Zhang and Ross Benson (directors of both Handpay and 99wuxian), were present during the negotiations but were asked not to vote on the decision to enter into the Handpay Services Agreement.

The quantum of Payment 1, Payment 2 and the Ongoing Service Fee were agreed as a result of the arms length negotiations between the independent directors of Handpay and the founders of 99wuxian and their Adviser. The financial decision of the quantum of Payment 1, Payment 2 and the Ongoing Service Fee was reached based many factors, including:

- The independent directors of Handpay insisting on compensation for the cost of developing the 99wuxian.com platform;

- The ability of 99wuxian to fund the payments required by Handpay;
- The future capital requirements of Handpay;
- The future capital requirements of 99wuxian; and
- The ability of 99wuxian to generate a return on investment commensurate with the risk of the payment to acquire the right to manage, operate and maintain the 99wuxian.com platform.

Investorlink Corporate Limited acted as Advisor to 99wuxian in respect to the Handpay Services Agreement terms and conditions. The Advisor independently reviewed the internal forecasts of 99wuxian to assess the fairness of the quantum of payments be made by 99wuxian, and advised on the reasonableness of the conditions contained in the Handpay Services Agreement. Furthermore, the Advisor reviewed the internal forecasts of Handpay to assess Handpay's ability to continue as a going concern in the absence of the revenue being generated by the 99wuxian.com platform. Following its review, the Advisor was satisfied that the terms of the Handpay Services Agreement were fair and reasonable.

The material provisions are provided below.

Agreement fee

99wuxian agreed to pay Handpay the following fees to enter into the agreement:

- RMB20,000,000 (approximately A\$3,567,730) paid on or before 31 July 2013 ("Payment 1");
- RMB 30,000,000,000 (approximately A\$5,351,600) paid on or before 31 December 2013 ("Payment 2"); and

- an ongoing fee of 10% of the service fee income derived from the 99wuxian.com mobile online marketplace to be paid at the end of every quarter following 31 December 2013 (Ongoing Service Fee).

Services to be provided by 99wuxian

Under the agreement, 99wuxian is responsible for the daily management, operation, maintenance and financing of the 99wuxian.com mobile online marketplace (Services).

99wuxian will provide the Services once the following have occurred:

- 99wuxian has paid Payment 2 to Handpay; and
- all necessary registrations, access details, records and any other required information have been provided by Handpay to 99wuxian.

In consideration for the fee paid for the Services, Handpay will:

- continue to perform all third party contracts entered into with respect to the 99wuxian.com mobile online marketplace until their expiry. Following expiration of those third party contracts, Handpay shall assist 99wuxian to enter into all third party contracts with respect to 99wuxian.com mobile online marketplace in the name of 99wuxian;
- provide 99wuxian all the management and consultation services necessary for 99wuxian to operate the 99wuxian.com mobile online marketplace;
- grant 99wuxian all rights to the net profit, both present and future, derived from 99wuxian.com (less the Ongoing Service Fee); and
- grant to 99wuxian an exclusive right of pre-exemption to purchase all assets and interest

held by Handpay in the 99wuxian.com mobile online marketplace.

In regards to the obligation of Handpay to perform all third party contracts entered into with respect to the 99wuxian.com until their expiry, by providing the Services under the Handpay Services Agreement, 99wuxian will be assuming a number of the obligations of Handpay under the terms of those third party contracts.

Term, termination and assignment

The term of the agreement is 30 years commencing on 1 June 2013. 99wuxian has two 30 year options for renewal of the agreement.

99wuxian may assign, in whole or in part, its interest in the agreement to a wholly owned subsidiary.

Handpay may terminate the agreement in the event of default by 99wuxian. Handpay may only terminate the Handpay Services Agreement if 99wuxian's breach of the Handpay Services Agreement has not been remedied within 60 days of receiving notice of this breach from Handpay. Should Handpay terminate the Handpay Services Agreement prior to expiry of the term, Handpay has a contractual obligation to compensate 99wuxian by paying it a sum equal to the market capitalisation of 99wuxian as at the date of termination. In the event the Handpay Services Agreement were to be terminated and Handpay was unable to (or did not) compensate 99wuxian by paying it a sum equal to the market capitalisation of 99wuxian as at the date of termination, 99wuxian would consider the remedies available to it including the availability of damages for breach of contract.

Other terms

The agreement contains certain standard warranties by both 99wuxian and Handpay. The warranties relate to matters such as the parties' powers and authorisations.

The agreement is written in both Chinese and English. In the event of inconsistency, the Chinese version of the agreement will prevail.

Any dispute arising from or in connection with the agreement which is not mutually resolved by the parties within 30 days must be submitted to the Shanghai International Economic and Trade Arbitration Commission for arbitration.

Underwriting Agreement

99wuxian and Investorlink Securities Limited (Underwriter) entered into the Underwriting Agreement on 22 July 2013. Under the Underwriting Agreement the Underwriter agreed to underwrite the Offer to the amount necessary to fulfil the Minimum Subscription. Investorlink China Limited has been appointed by the Underwriter to act as the sub-underwriter of the Offer. No additional fee is paid by 99wuxian where Investorlink China Limited sub-underwrites the Offer or any part of the Offer.

The material provisions are provided below.

Conditions, warranties, undertakings and other terms

The Underwriting Agreement is conditional on:

- 99wuxian lodging the Prospectus with the ASX in accordance with the timetable agreed;
- 99wuxian providing the Underwriter with a shortfall notice in accordance with the terms of the Underwriting Agreement;

- 99wuxian obtaining ASX approval; and
- the Underwriter being satisfied in its absolute discretion with the due diligence process adopted by 99wuxian and the results of that due diligence.

The representations and warranties given by 99wuxian to the Underwriter relate to matters such as the conduct of 99wuxian, powers and authorisations, information provided by 99wuxian, financial information, the Shares and CDIs, information in the Prospectus and the conduct of the Offer.

Commissions, fees and expenses

99wuxian must pay to the Underwriter the underwriting commission of 1% of the amount raised under the Offer within two Business Days from the completion of the Offer and all reasonable costs, professional fees and expenses of and incidental to the Offer incurred by the Underwriter.

Termination events

The Underwriter may terminate the Underwriting Agreement by notice in writing to 99wuxian, immediately if at any time prior to completion of the Offer:

- the terms of the Shares, CDIs or any other securities of 99wuxian or the Memorandum & Articles of Association of 99wuxian are modified or repealed or 99wuxian proposes any such modification or repeal;
- there is any untrue, incorrect or misleading information or omission in or from the Prospectus, or the Prospectus fails to comply with the Corporations Act, the ASX Listing Rules or other applicable laws;

- 99wuxian breaches the Underwriting Agreement or any warranty or representation by 99wuxian under the Underwriting Agreement is or becomes untrue;
- ASX approval has not been given by the second business day after the Closing Date or ASX refuses or withdraws ASX approval;
- an insolvency event occurs in relation to 99wuxian or a subsidiary;
- an officer or senior manager of 99wuxian or a subsidiary resigns or is removed from office, is charged with or convicted of a criminal offence or becomes a bankrupt, or steps are taken to achieve such an outcome;
- any meeting of 99wuxian required by any governmental agency or law or the rules of the ASX to approve the Underwriting Agreement, the Offer or anything related to the Offer is not held or does not produce the required approval;
- the ASX makes a statement to any person that official quotation of the underwritten CDIs will not be granted;
- at any time after the date of Underwriting Agreement, the indicator rate for bonds issued by the Commonwealth of Australia, which have a tenor of either three or ten years, rises 0.5% or more above the level of the indicator rate as at the close of business on the date immediately prior to the date of this agreement (as published in the Australian Financial Review);
- any of the making of the Offer, the issue of the Prospectus or the distribution of the Prospectus constitutes misleading or deceptive conduct;
- any circumstance arises after the Prospectus are issued that results in 99wuxian doing any of the following:
 - (i) repaying, or offering to repay, any monies 99wuxian receives from Applicants; or
 - (ii) offering one or more Applicants an opportunity to withdraw their Application Form(s); or
 - (iii) 99wuxian withdraws the Offer or any of the Prospectus;
- any of the following notifications are made:
 - (i) ASIC holding a hearing under section 739(2) of the Corporations Act or issuing an order under section 739 of the Corporations Act; or
 - (ii) ASIC commences an inquiry or hearing in relation to the Offer or the Prospectus;
- Any person gives a notice under section 733(3) or 730 of the Corporations Act;
- any person whose consent to the issue of the Prospectus is required who has previously consented to the issue of the Prospectus withdraws such consent; or
- the S&P/ASX 200 Index is, at the close of normal trading on ASX on any business day until completion of the Offer, lower than 90% of the level of that index as at the last close of normal trading on ASX in this date of this agreement and remains at or below that level for at least two consecutive business days.

Termination events subject to materiality

The Underwriter may terminate the Underwriting Agreement by notice in writing to 99wuxian immediately

if prior to Completion of the Offer any of the below, in the opinion of the Underwriter, are likely to have a material adverse affect:

- there is:
 - (i) a suspension or material limitation in trading in securities generally on ASX, the New York Stock Exchange, the London Stock Exchange and/or the Hong Kong Exchange or PRC Exchange;
 - (ii) a general moratorium on commercial banking activities is Australia, the United States of America, China, Hong Kong or the United Kingdom is declared by the relevant authorities; or
 - (iii) any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, the United States of America, the United Kingdom;
- any governmental agency adopts or announces any change in law or policy or makes a policy determination;
- an outbreak of new hostilities or a state of war;
- the due diligence report or other information supplied by or on behalf of 99wuxian to the Underwriter in relation to 99wuxian, a subsidiary or the Offer is misleading or deceptive;
- a change occurs after the date of this agreement affecting or relating to 99wuxian or a

subsidiary or the industry in which 99wuxian or a subsidiary operates;

- 99wuxian contravenes:
 - (i) any law, regulation, authorisation, ruling, consent, judgment, order or decree of any governmental agency;
 - (ii) its Memorandum & Articles of Association or another constituent document;
 - (iii) the Listing Rules; or
 - (iv) an encumbrance or document which is binding on 99wuxian or a subsidiary or an asset of 99wuxian or a subsidiary;
- any term of a material contract is varied, terminated or altered without the prior consent of the Underwriter or any material contract is found to be void or voidable;
- legal proceedings or inquiry or public action by a regulatory body are commenced or announced against 99wuxian or any director of 99wuxian;
- any adverse change occurs with respect to the assets, liabilities, financial position or performance, profits, losses or prospects of 99wuxian or its subsidiaries;

- a change in senior management (being those persons named as such in the Prospectus) or the Board of Directors of 99wuxian occurs; and
- a representation or warranty contained in the Prospectus on the part of 99wuxian is not true or correct.

Indemnity

99wuxian agrees to indemnify the Underwriter and its related bodies corporate and their respective directors, officers, employees, affiliates and agents against any claim, loss, liability, cost and expense (including any reasonable legal cost on a full indemnity basis in connection with the Underwriting Agreement or the Offer.

Agreements between Handpay and Business Partners

Handpay has entered into cooperation agreements with each of the Business Partners listed on page 37. As detailed on page 37, operating APPs have, as at the date of this Prospectus, been established under some of the cooperation agreements, whilst under other cooperation agreements, the establishment of the APP is still in progress.

The individual cooperation agreements are commercially sensitive, however the following key terms are common to all agreements;

- Handpay establishes the 99wuxian.com mobile online marketplace as an APP on the mobile payment platform operated by the Business Partner, which allows Business Partner customers to connect to 99wuxian.com;
- Handpay and the Business Partner agree to jointly promote goods and services available on 99wuxian.com to customers of the Business Partner;
- Merchants make available their goods and services on 99wuxian.com, and if the customers of Business Partners use the APP to purchase goods or services from Merchants, Handpay will be entitled to a service fee from the Merchants; and
- Agreements are generally for a period of 2 years with an automatic extension for 1 further year.

Under the terms of the Handpay Services Agreement, 99wuxian is entitled to all service fee income generated from sales by Merchants.

a gateway to Chinese m-commerce...

Industry overview



What is m-commerce?

The phrase mobile commerce (m-commerce) was originally coined in 1997 to mean “the delivery of electronic commerce capabilities directly into the consumer’s hand, anywhere, via wireless technology.” Many choose to think of m-commerce as meaning “a retail outlet in your customer’s pocket.” m-commerce is a by-product of the technology convergence of information technology (IT) with telecommunication technologies (TCT). Together they are referred to as m-commerce and regarded as an extension of electronic commerce (e-commerce) to wireless media.

Today, the scope of m-commerce encompasses almost every walk of life. Mobile services are reported in the fields including content, entertainment, travel, banking and marketing.

m-commerce in China

The size of the m-commerce market in China in 2011 was approximately US\$1.7billion. By December 2012 this market had grown to approximately US\$8.0billion. It is estimated that the value of m-commerce in China will grow to over \$40billion by 2015 (Source Infographic: China’s M-Commerce Set to hit \$27.1 Billion in 2014). M-commerce represents a change in consumer behavior combining information technology and communications technology. In the Chinese market, the existing retail consumer spend for the December 2012 year was approximately \$US3.5trillion (Source 2012 Domestic Economic & Social Development Statistics Report -National

Bureau of Statistics of China). The value of m-commerce in China for the year ended December 2012 represented 0.23% of retail sales in China.

The size of retail e-commerce and the m-commerce markets relates directly to the total value of this retail sales market. The growth of the m-commerce industry in China is exceeding global averages due to the proliferation of Smartphones and the fast adaption rate of Chinese consumers to new technology. More than 84 percent of China’s internet users regularly access instant messaging. For example, 76.5 percent of Sina Weibo’s 49.8 million daily active users in March 2013, accessed the service through mobile devices (Source Australian Financial Review page 18 Edition Thursday 8 August 2013).

The major players in the m-commerce industry in China are banks, mobile network operators, China UnionPay, third party platform providers, Merchants and e-commerce platforms. As the industry grows rapidly the dominant players are emerging. The majority of market share of the total m-commerce volume in 2012 was dominated by one key participant, Alibaba with approximately 75% (Source Technasia-Mobile commerce worth \$4.29 Billion in Q1 in China, but one company dominates). The majority of Alibaba’s transactions in m-commerce are B2C or C2C. Alibaba is moving forwards an IPO on the Hong Kong Stock Exchange and will carry an enterprise value of US\$ 105 billion according to Goldman Sachs (Source Australian Financial Review page 18 Edition Thursday 8 August 2013).

99wuxian operates in a different m-commerce market segment to the dominant m-commerce players. As disclosed in “Overview” (refer to page 28), 99wuxian conducts business mainly in the B2B2C segment of the m-commerce market, as the 99wuxian.com platform provides market access for Merchants to sell their products to the customers of Business Partners. This contrasts with the approach of the largest players in the m-commerce market, who currently dominate their target B2C or C2C markets. 99wuxian aims to be a leading player in the B2B2C segment of the market.

The key barriers to entry for m-commerce in China can be split into two key areas:

- (a) Regulatory; and
- (b) Commercial.

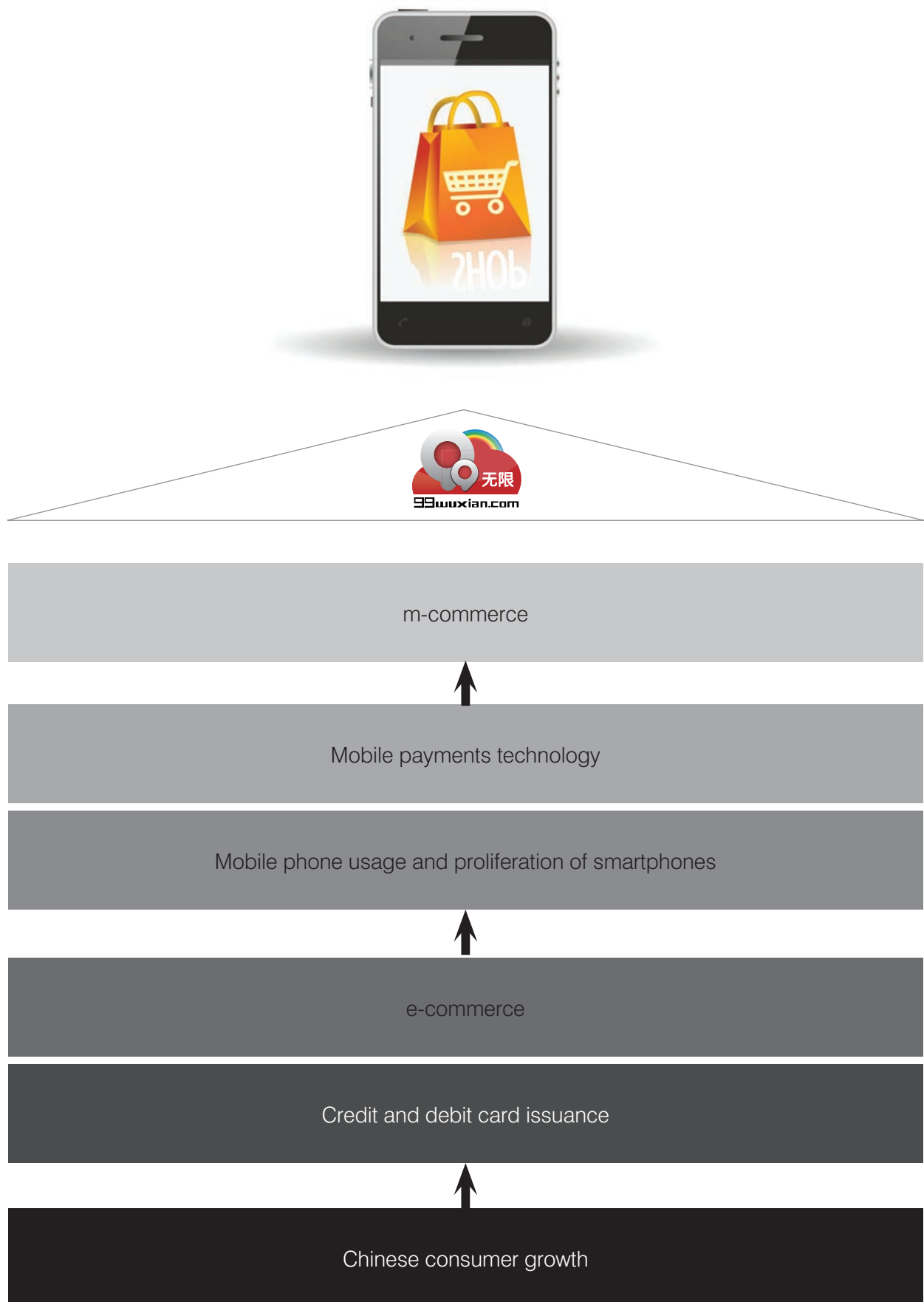
The regulatory barriers to entry relate to the ability to co-operate with a license holder or to obtain a license from the Chinese government. The key commercial barriers to entry include building and maintaining close relationships with the major Chinese banks and being able to remain competitive in the B2B2C m-commerce industry in China. The B2C m-commerce industry is currently and likely, in the opinion of the Board, to continue to be dominated by several key current participators such as Alibaba and Tencent.

m-commerce key industry drivers

99wuxian management has identified the following key drivers for the m-commerce industry in China:

<i>Key driver</i>	<i>Result of key driver</i>
Increasing urbanisation of Chinese population	Growth in disposable incomes of population, resulting in increased consumer spending
Widespread issuance of credit and debit cards in China	Reliance on use of credit and debit cards for consumer spending
Increase in number of merchants e-tailing products	Increased propensity to buy products online
Development of a modern mobile telephone system with widespread coverage in China	High percentage of Chinese population have mobile phones
Increasingly affordability Smartphones available in the Chinese market	Smartphones dominate new mobile phone sales, and are becoming the primary gateway to internet for majority of Chinese
Development of safe, secure mobile payments technology in China	Adoption of technology by customers, particularly where technology is provided by a trusted source such as a bank
Provision of mobile on-line shopping sites by trusted sources	Use of Smartphone for mobile shopping in safe, secure and trusted environments

The key m-commerce industry drivers in China are illustrated in the diagram below.



Features of m-commerce

m-commerce is characterised by some unique features that equip it with certain advantages against conventional forms of commercial transactions, including e-commerce:

- **Ubiquity**
The user can access services and carry out transactions independent of their current geographic location (the “anywhere” feature);
- **Immediacy**
Closely related to ubiquity is the real-time availability of services (the “anytime” feature). Customers can buy goods and services as and when they feel the need. The immediacy of transactions helps capture customers at the moment of intention so that sales are not lost in the hiatus between the point of intention and purchase;
- **Localisation**
Positioning technologies, such as the Global Positioning System (GPS), allow companies to offer goods and services to the user’s specific to a region;
- **Instant connectivity**
Since the introduction of the General Packet Radio Service (GPRS) mobile devices are perpetually “online”, i.e. in touch with the network (the “always on” feature). This feature brings convenience to the user, as time consuming dial-up or boot processes are not necessary;
- **Pro-active functionality**
By virtue of its ability to be immediate, local and personal, m-commerce opens new avenues for push-marketing, such as content and product offers. Services like “Opt-in advertising” can be offered, so that a user may choose those products, services and companies that they want to be kept informed about. The Short Message Service (SMS) can be used to send brief text messages to customers, informing them of relevant local offerings that best suit their needs. This feature ensures that the “right” (relevant) information can be provided to the user at the “right” place, at the “right” time; and
- **Simple authentication procedure**
Mobile telecommunication devices function with an electronic chip called Subscriber Identity Module (SIM). The SIM is registered with the network operator and the owner is thus unambiguously identifiable. The clear identification of the user in combination with an individual Personal Identification Number (PIN) makes any further time-consuming, complicated and potentially inefficient authentication process redundant.

m-commerce services and applications

m-commerce applications

<i>Application</i>	<i>Examples of services offered</i>
Mobile banking	<ul style="list-style-type: none">• Mobile accounting• Mobile brokerage• Mobile financial information
Mobile entertainment	<ul style="list-style-type: none">• Mobile gaming• Download of music and ring tones• Download of videos and digital images• Location-based entertainment services
Mobile information services	<ul style="list-style-type: none">• Current affairs (financial, sport and other news)• Travel information• Tracking services (persons and objects)• Mobile search engines and directories• Mobile office
Mobile marketing	<ul style="list-style-type: none">• Mobile coupons• Direct (context-sensitive) marketing• Organisation of mobile events• Mobile newsletters
Mobile shopping	<ul style="list-style-type: none">• Mobile purchasing of goods and services
Mobile ticketing	<ul style="list-style-type: none">• Public transport• Sports and cultural events• Air and rail traffic• Mobile parking
Telematics services	<ul style="list-style-type: none">• Remote diagnosis and maintenance of vehicles• Navigation services• Vehicle tracking and theft protection• Emergency services

While many declared 2012 as the beginning of the m-commerce era in China, others consider m-commerce is set to gain traction and expand exponentially in 2013. In the first half of 2012, 37.5 million online shoppers in China purchased products via their Smartphones, an increase of 59.7 percent year on year. Turnover of mobile purchases accounted for roughly 5% of the total transaction volume of all online shopping, and this share is expected to reach 15 percent by 2015. (Source: China Internet Network Information Centre).

Figures indicate that mobile phones have replaced desktop

computers as the main devices for Chinese accessing the internet in 2012. Due to the overall increase in use of mobile devices including Smartphones and tablets, m-commerce will continue to gain popularity and grow in significance. In addition, barriers that held back the development of m-commerce in China are diminishing and improving 3G network capabilities will continue to enhance user experience in shopping via mobile devices (Source: Multimedia Research Group - 3 e-Commerce Trends to Watch in China in 2013, January 2013).

Mobile payment technology

Mobile payments in China are evolving rapidly. Market research company iResearch predicts in the next three to five years China's mobile payment market will increase at a rate exceeding 40 percent year-on-year (Source: iResearch).

Mobile payment is a form of payment where users use mobile devices to exchange information and complete funds transfers from the payer to the payee, by way of accessing communication networks or using short-range

communication technologies. By transaction targets, mobile payment can be classified into person-to-person payment (P2P payment) and customer-to-business payment (C2B payment). By communication range, mobile payment can be classified into remote payment and proximity payment.

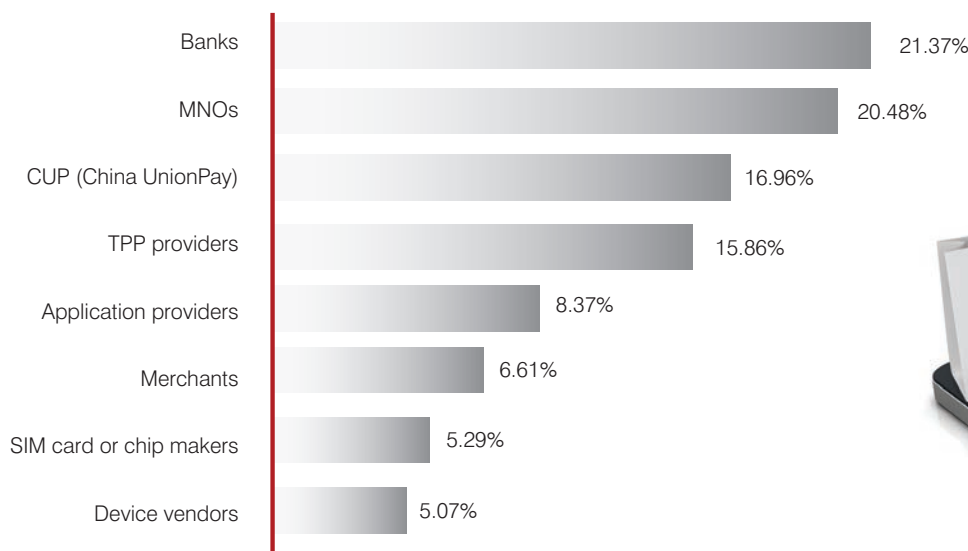
By 2015, many predict mobile payments in China will be established as a mainstream means of payment. The adoption rate of

proximity payment and remote payment will further increase (Source: Deloitte China - Trends and Prospects of Mobile Payments Industry in China).

Mobile payment will attract constant attention in the coming three years. Proximity payment and remote payment will be the hot spots of the industry. Among the respondents to a Deloitte survey, 93% believe that proximity payment will receive high and medium atten-

tion in the coming three years and 95% believe that remote payment will receive high and medium attention. There will be more and more participants joining the value chain to drive the innovation, promotion and adoption of mobile payment tools (Source: Deloitte China - Trends and Prospects of Mobile Payments Industry in China).

What types of players will affect the development of mobile payment in China in the future



There are three major types of players participating in China's mobile payment market, banks and financial institutions such as China UnionPay (CUP), mobile network operators (MNO's), and third-party payment (TPP) providers. They are all striving to develop a business model where they can play a leading role. These players have their own respective strengths. China UnionPay has a sound and mature payment and clearing system. MNO's and TPP providers have huge customer bases and sales channels. The cooperation and competition among them will co-exist, but the key challenge is how

to develop a win-win mechanism and business model in line with the interests of all the players in the value chain (Source: Deloitte China - Trends and Prospects of Mobile Payments Industry in China).

Fast and easy-to-use mobile financial services may increase customer loyalty to banks and provide the conditions to further tap customer value. Banks pay close attention to mobile payment and consider it an important component of mobile financial services. Banks have two big advantages to develop mobile payment:

- Banks are the centres where customers conduct their financial activities. They manage a huge capital chain and enjoy great advantages in payment and settlement; and
- Banks have established a relationship of trust with the customers and have an enormous amount of user data security centers.

Mobile banking is regarded as an import vehicle for the development of mobile financial services. Banks have integrated e-commerce and remote payment into the basic mo-

mobile banking functions. The remote payment, as an important part of the mobile financial services strategies, achieved rapid development based on banks' mobile banking platforms.

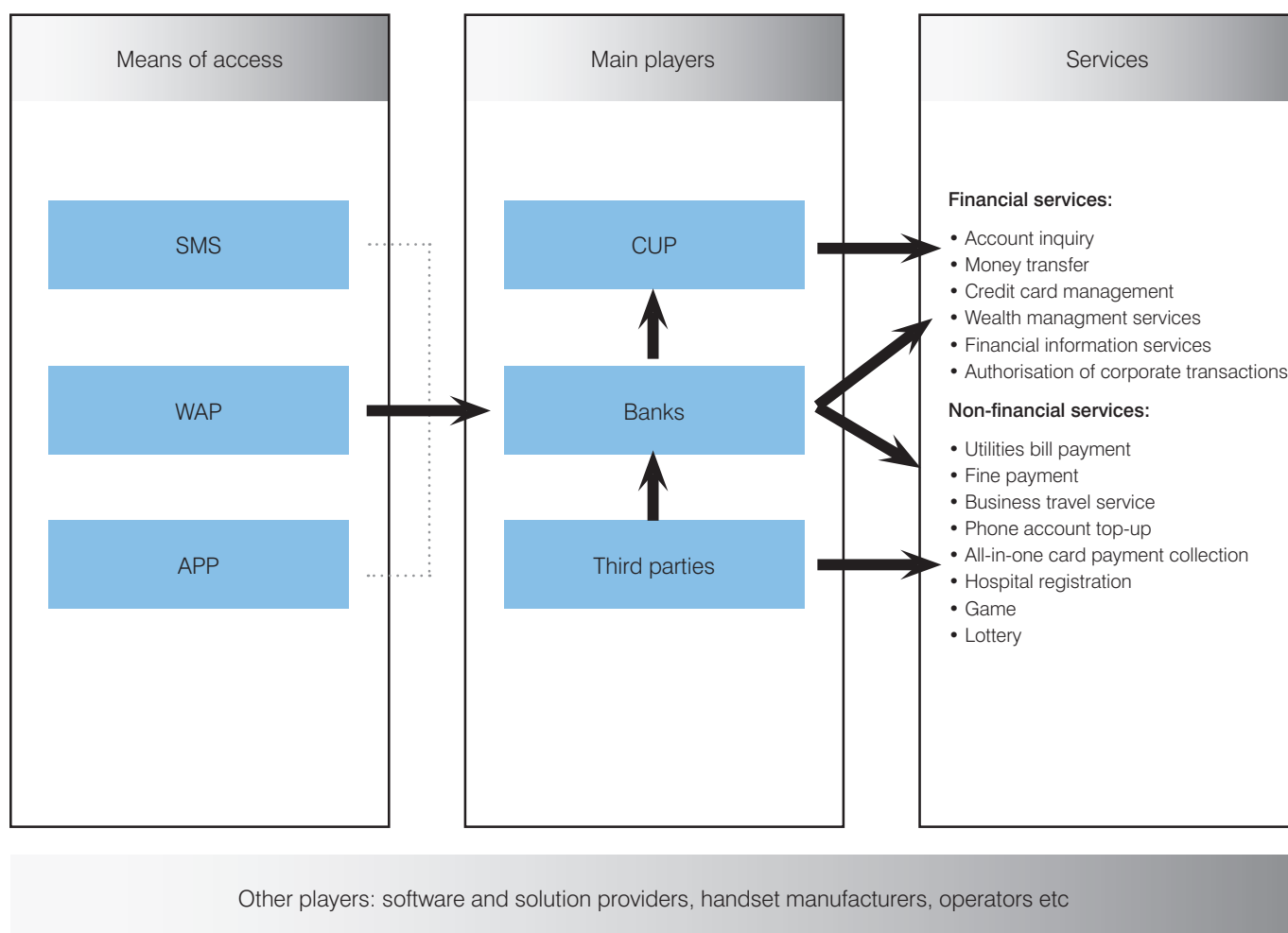
A customer may access a bank's financial services via SMS, WAP and the bank's APP. Application and solutions providers worked with banks to deliver technology and security solutions. At present, most banks in China have rolled out WAP-based mobile banking and client-based mobile banking. Banks have all integrated traditional online banking functions and added remote payment functions such as transfer

and remittance. In addition to some traditional features, banks have also developed innovative services customised for mobile handsets, such as the "roaming remittance" feature developed by the Agricultural Bank of China (ABC), "mobile number money transfer" of China Merchants Bank (CMB), and "card-less life" of the Bank of Communications (BoComm).

Mobile banking services can be divided into financial and non-financial services. Financial services include account inquiries, remittance and transfer, wealth management services (bonds, funds, insurance),

foreign exchange management, and financial information inquiry. Non-financial services include payment services (utilities bill payment, i.e. water, electricity and gas, fine payment and mobile payment), account top-up, game cards, business travel services, payment collection on all-in-one cards, payment for lottery tickets, and payment for hospital registration. Non-financial services are delivered by banks in partnership with third parties (online marketplaces) on the banks' platform.

Business model of banks for remote mobile financial services



Source: Mobile Payment in China Survey, Deloitte China 2012

Deloitte considers that the mobile payment market in China holds tremendous potential and space for development and growth if measured by potential scale, infrastructure, market demands, policy settings and interest of the players (Source: Deloitte China - Trends and Prospects of Mobile Payments Industry in China).

Mobile phones in China

China has the world's largest mobile subscriber base. China's Ministry of Industry and Information Technology published a report on 24 December 2012 (Report), which indicated that as of November 2012 there were over 1.1 billion mobile phone users in China.

Mobile phone usage dominates in China, as the Report also shows that the total of all phone services in China, fixed or mobile, is 1.383 billion. The Report shows that every month since January 2009 8-12 million net additional mobile phone users have been added to the network. For the period January to November 2012, a net additional 118 million mobile phone users were added to the network. For the eleven months to the end of November 2012, the number of mobile users has risen by almost 12% over the number of users at the end of December 2011.

Approximately 80% of Chinese residents have a mobile phone. Research indicates that more Chinese customers now use their mobile phones to access the internet than use a computer. (Source: Multimedia Research Group: 3 e-commerce trends to watch in China in 2013).

Smartphone use in China

3G is developing robustly in China. During the "12th Five-year Plan" period, China aims to bring the number of 3G users to over 450 million. The proportion of 3G users in the mobile subscriber base will continue to rise. The increase in the proportion of 3G users will further propel the growth of mobile Internet users in China (Source: Deloitte China - Trends and Prospects of Mobile Payments Industry in China).

The above Report also indicated that 220.5 million of the total of 1.1 billion mobile phones utilise 3G technology, with the number of 3G capable Smartphones rising by 92 million since the beginning of 2012. The market share of 3G capable Smartphones has increased from 13% of the total mobile phone market at the beginning of 2012, to 20% of the total market by November 2012. A PwC study indicated that 62% of respondents used their Smartphone to access the internet.

Smartphones dominate new mobile phone sales in China, as the Report shows that 92 million of 118 million new phones in the period January to November 2012 were Smartphones, a market share of circa 78%. The China market caters comprehensively for Smartphones, as all high end brands are available, but there are Chinese brands available at competitive prices meaning that the majority of users have an affordable Smartphone option. Smartphones can now be purchased in China for less than RMB 1,000 (approximately A\$160).

Approximately 16% of the Chinese population had a Smartphone at the end of November 2012. Based on the above information, plus the graph on page 52 of estimated shipments of Smartphones, it can be concluded that:

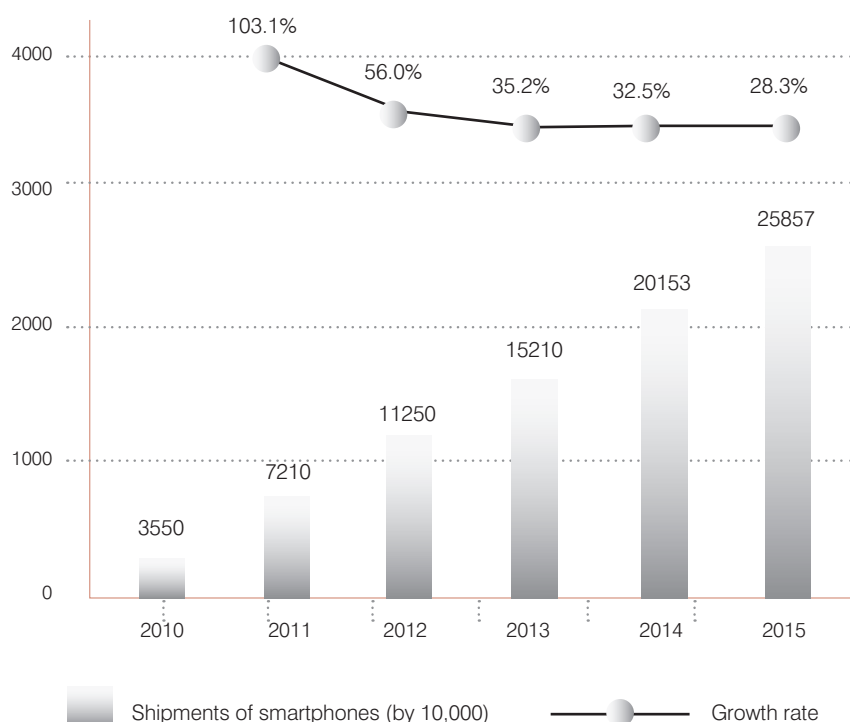
- The average life of mobile phones in China is thought to be around 18 months; and
- The Chinese people have strongly adopted the technology and regularly upgrade their phones to allow them to use the latest technology.

The increasing number of Smartphones will increase the transaction volume in both mobile payments and mobile online shopping.



Estimated shipments of Smartphones in China from 2010-2015

The below table depicts the estimated shipments of Smartphones in China from 2010-2015.



Source: Publicly available data of iResearch

e-commerce/e-tailing

China's e-tailing industry has posted 120% compound annual growth since 2003, the highest of any country in the world. It is estimated that online sales could reach US\$650 billion by 2020. By 2020, e-tailing could potentially lift China's private consumption by an additional 4-7% (Source: McKinsey Global Institute: China's e-tail revolution).

By the end of the third quarter of 2012, the total transaction volume of China's online retail market reached US\$125 billion (RMB 781 billion), which accounted for 5.2 percent of China's total retail sales for consumer goods (Source: Multimedia Research Group: 3 e-commerce trends to watch in China in 2013).

China's 12th five-year economic development plan listed e-commerce as one of the priority sectors

to develop. The Ministry of Commerce announced that China will become the world's largest online retail market by 2013. Regardless of whether this occurs in 2013 or 2014, China will become the largest e-commerce/e-tailing market sooner or later (Source: Multimedia Research Group: 3 e-commerce trends to watch in China in 2013).

China's online retail transactions in 2013 are predicted to reach US\$251 billion – close to the estimated US\$252 billion in the US. In terms of the number of online customers, China has already surpassed all other nations, capturing 228 million online shoppers – equivalent to approximately 73 percent of the entire US population (Source: Multimedia Research Group: 3 e-commerce trends to watch in China in 2013).

China's inland provinces represent a large number of potential online shoppers who have migrated on-

line for the first time, learning from their counterparts in China's major metropolises (Source: Multimedia Research Group: 3 e-commerce trends to watch in China in 2013).

More importantly, with the improving logistics capacity in remote areas and improvements in online shopping safety, online channels will become increasingly popular among Chinese customers from rural areas. The internet enables lower-tier customers to access more products and brands, which may not be available in their local stores. This is positive news for Western brands aiming to reach more Chinese customers given that building brick-and-mortar outlets in China's central and Western provinces is capital intensive and hence, risky. E-commerce provides a more flexible and cost-efficient approach to reaching the majority of Chinese customers.

In a survey conducted by McKinsey in 2011, 28% of Chinese customers surveyed indicated that they used their mobile phones to make payments at least once per week. The same respondents indicated they expected to double that use to 56% in the 2012 year (Source: McKinsey: Understanding consumer adoption drivers, June 2012).

Chinese shoppers shop online more frequently than customers in other parts of the world. In a survey conducted by PwC in 2013, 58% of Chinese respondents indicated that they shopped online at least weekly (the global average is only 29%), with a further 22% indicating that they would shop online monthly (the global response was 32%). A total of 86% of Chinese survey respondents reported they shop online more than three or four times a year, while the global equivalent is 79% (Source: PWC: Demistifying the online shopper).

Credit and debit cards in China

According to figures reported by the People's Bank of China, in September 2012 a total of 3.4 billion bank cards were on issue at the end of September 2012. Of these cards, 3.08 billion are debit cards and 318 million are credit cards. Given that the population of China was 1.354 billion people at January 2013, there are over 2.5 issued cards per head of population.

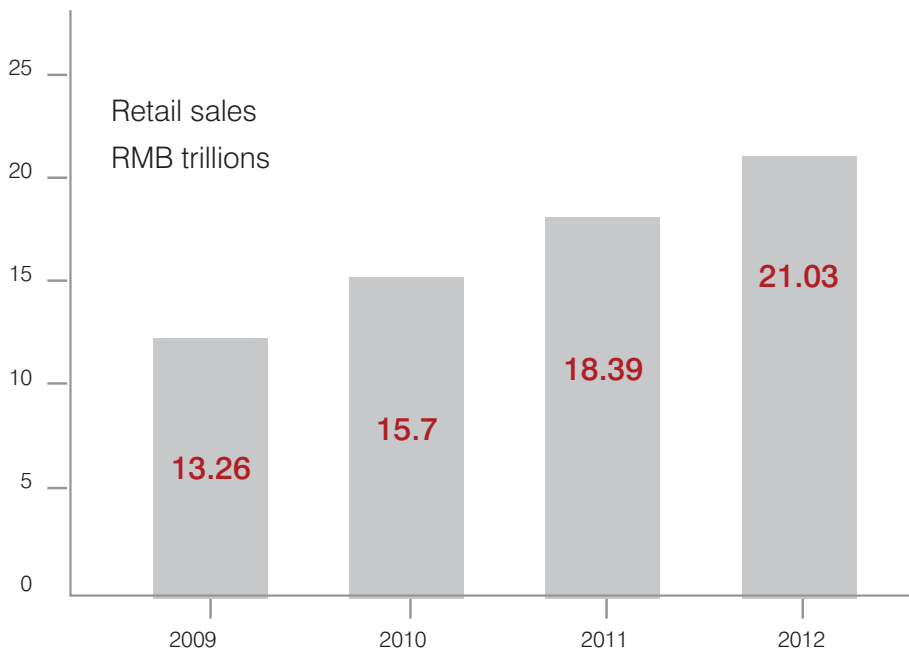
According to the report, total card usage in the third quarter of 2012 involved 10.08 billion transactions and RMB 88.2 trillion in purchases. Per capita card expenditure was reported to be RMB 4,152 for the quarter (Source: Chinadaily.com.cn).

Chinese consumers

Over the past few decades, China has made great strides in catching up to the level of industrialisation of other major economies. At the heart of this transformation has been considerable investment and an unprecedented migration from countryside to city in support of export-led manufacturing. Most experts consider the economic growth generated by this strategy will continue for some time (Source: McKinsey Global Institute: China's e-tail revolution).

Seemingly overnight, China has become one of the world's most wired retail markets. Millions of newly minted customers can now log on and purchase a vast range of products they could only dream of acquiring just a few years ago. This is particularly the case outside of China's largest cities, where brick-and-mortar retail remains underdeveloped. E-tailing – which encompasses online sales to customers by merchants of all sizes – is beginning to fill the gap (Source: McKinsey Global Institute: China's e-tail revolution).

The changes in China are evidenced by approximately 60% growth in value of China's retail sales over the last four years, as demonstrated by the graph to the left. (Source: National Bureau of Statistics of China - 2012 Domestic Economic and Social Development Statistics, February 2013).



a gateway to Chinese m-commerce...

Board, management and governance



Board of Directors

The Board of 99wuxian have a broad experience base covering finance, internet, e-commerce, mobile communication, enterprise storage and payment systems. The Board is well positioned to implement 99wuxian's strategic objectives. The following table provides information regarding the Directors, including their ages and positions.

<i>Name</i>	<i>Age</i>	<i>Position</i>	<i>Independence¹</i>
Mr Ross Benson	48	Chairman, Non-Executive Director	Non-Independent
Ms Amalisa Zhang	39	Chief Executive Officer, Executive Director	Non-Independent
Mr David Chen	41	Executive Director	Non-Independent
Mr YongKuan Duan	64	Non-Executive Director	Independent
Mr Simon Green	42	Non-Executive Director	Independent
Mr Tony Groth	59	Non-Executive Director	Independent

1. 99wuxian considers that a Director is an independent director where that Director is free from any business or other relationship that could materially interfere, or be perceived to interfere with, the independent exercise of the Director's judgement. 99wuxian has also assessed the independence of its Directors regarding the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles.

Details of Directors

Details of each of the Directors are set out below.

Mr Ross Benson



Role	Chairman Non-Executive Director
Expertise	Mr Benson has over 27 years of 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 Australia and China and has a depth of experience in prospectus and offer document preparation. Subsequent to the formation of the Investorlink Group in 1986, he established associated business units in wealth management, private equity, property syndication and structured financial products. Mr Benson is Executive Chairman of Investorlink China Limited.
Independence or affiliations	Mr Benson is a director of Investorlink China Limited (the sub-underwriter), Investorlink Corporate Limited (the Advisor) and Investorlink Securities Limited (the Underwriter). Investorlink China Limited holds 40,506,984 and Investorlink Securities Limited holds 159,471,520 99wuxian Shares. Under the terms of the Underwriting Agreement, Investorlink Securities Limited may acquire CDIs in order to fulfil its obligations as Underwriter. Mr Benson does not control Investorlink China Limited, Investorlink Corporate Limited or Investorlink Securities Limited. Jowjin Pty Limited as trustee of the Keerati Trust holds 11,988,220 Shares. Mr Benson is a director of Jowjin and beneficiary of the Keerati Trust. Investorlink Super Pty Limited as trustee for the Investorlink Superannuation Fund holds 10,000,000 Shares. Mr Benson is a director of Investorlink Super Pty Limited and beneficiary of the Investorlink Superannuation Fund. Keerati Plodprong, the spouse of Mr Benson, holds 5,156,000 Shares. Mr Benson is a director of Handpay. Mr Benson does not have a direct interest in any shares in Handpay and does not control Handpay.
Legal or disciplinary action	None
Insolvent companies	None

Ms Amalisia Zhang



Role	President and Chief Executive Officer Executive Director
Expertise	President of Handpay and 99wuxian, graduated from Bath University UK, Master of Business Administration. Pioneer of internet and e-commerce business in China. One of the founders of Fortune Trip. Previously core management team of Ctrip, and General Manager of Ctrip Hong Kong.
Independence or affiliations	Ms Zhang is a director and shareholder of Grand Ease Holdings Limited, a company which holds 255,300,970 Shares. Ms Zhang is a director of Handpay. Ms Zhang's mother holds 8.93% of the issued share capital in Handpay. Ms Zhang does not have a direct interest in any shares in Handpay and does not control Handpay.
Legal or disciplinary action	None
Insolvent companies	None

Mr David Chen



Role	Vice President Executive Director
Expertise	Mr Chen is Vice President of 99wuxian and is responsible for the m-commerce business development, having previously held the same position with Handpay. He graduated from Guangzhou University with a Bachelor of Foreign Trade. Prior to Handpay, he worked in advertising and marketing, and held positions with CETV, Leo Burnett and Dentsu Y&R. Mr Chen has more than 15 years advertising and marketing experience in management positions. He provides extensive knowledge of sales & marketing, brand publicity and business operations to 99wuxian.
Independence or affiliations	Mr Chen holds no interest in Shares.
Legal or disciplinary action	None
Insolvent companies	None

Mr YongKuan Duan



Role	Non-Executive Director
Expertise	<p>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.</p> <p>Mr Duan is a member of the Chinese Communist Party and has held the position of Secretary to the Party Committee in a number of provinces. Mr Duan is an independent director of Ping An Bank, Sinosteel Corporation, and FAW Group.</p>
Independence or affiliations	Mr Duan holds no interest in Shares.
Legal or disciplinary action	None
Insolvent companies	None

Mr Simon Green



Role	Non-Executive Director
Expertise	<p>Mr Green is Senior Vice President, General Manager for Asia Pacific and is a member of the Executive Forum at Fortune 500 Nasdaq Listed Company NetApp. Mr Green is responsible for all operations in Asia Pacific which include sales, marketing, channel strategy, managing strategic partnerships, and developing the company's emerging markets. All country General Managers across Asia Pacific report to him. In addition he holds a non-executive Directorship with Interactive, a leading IT services and cloud company.</p> <p>Mr Green has extensive experience leading sales and business development teams. Before entering the enterprise storage business, Mr Green was an executive at an IT integrator and spent several years in a business development position at a leading Australia radio network. He initially trained for seven years with a Chartered Accounting firm, specialising in taxation.</p>
Independence or affiliations	<p>Mr Green directly holds 770,000 Shares.</p> <p>Mr Green is a director of Kangra Holdings Pty Ltd, trustee of GLG Retirement Fund, which holds 1,880,000 Shares. Mr Green is a beneficiary of GLG Retirement Fund.</p>
Legal or disciplinary action	None
Insolvent companies	None

Mr Tony Groth



Role	Non-Executive Director
Expertise	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 projects.
Independence or affiliations	<p>Mr Groth is a director of Investorlink China Limited (subunderwriter), a company which holds 40,506,984 99wuxian Shares. Mr Groth does not control Investorlink China Limited.</p> <p>Mr Tony Groth and Mrs Jennifer Groth are trustees of the Groth Superannuation Fund, which holds 4,750,000 Shares. Mr Groth is a beneficiary of the Groth Superannuation Fund.</p>
Legal or disciplinary action	None
Insolvent companies	None

Services Agreements and Letters of Appointment

Services Agreements - Executive Directors

A summary of the key terms of the Services Agreements with 99wuxian's Executive Directors are set out below.

Ms Amalisia Zhang

On 28 June 2013, Ms Amalisia Zhang entered into a Services Agreement with 99wuxian to serve as an Chief Executive Officer of 99wuxian. Ms Amalisia Zhang's Services Agreement provides for, amongst other things:

- Under the Services Agreement, Ms Amalisia Zhang is engaged by 99wuxian to provide services to 99wuxian in the capacity of Chief Executive Officer;
- Ms Amalisia Zhang is to be paid a salary of RMB 120,000 (approximately A\$21,410) per month;
- The Services Agreement is effective from the day of commencement of trading of the

Shares on the ASX, or such other date as agreed by the parties and continues until terminated by either Ms Amalisia Zhang or 99wuxian. Unless termination is for illness or cause, Ms Amalisia Zhang is entitled to a minimum notice period of 3 months from 99wuxian and 99wuxian is entitled to a minimum notice period of 3 months from Ms Amalisia Zhang; and

- The Services Agreement otherwise contains termination provisions that are usual for agreements of this nature.

Mr David Chen

On 28 June 2013, Mr David Chen entered into a Services Agreement with 99wuxian to serve as an Vice President and Executive Director of 99wuxian. David Chen's Services Agreement provides for, amongst other things:

- Under the Services Agreement, Mr David Chen is engaged by 99wuxian to provide services to 99wuxian in the capacity of an Executive Director;

- Mr David Chen is to be paid a salary of RMB 60,000 (approximately A\$10,700) per month;
- The Services Agreement is effective from the day of commencement of trading of the Shares on the ASX, or such other date as agreed by the parties and continues until terminated by either Mr David Chen or 99wuxian. Unless termination is for illness or cause, Mr David Chen is entitled to a minimum notice period of 3 months from 99wuxian and 99wuxian is entitled to a minimum notice period of 3 months from Mr David Chen; and
- The Services Agreement otherwise contains termination provisions that are usual for agreements of this nature.

Letters of Appointment -Non-Executive Directors

Each of 99wuxian's Non-Executive Directors entered into Letters of Appointment with 99wuxian on 28 June 2013 to serve as Non-Executive Directors. Each of the Letters of Appointment provide that amongst other things, in consideration for their services. 99wuxian will pay:

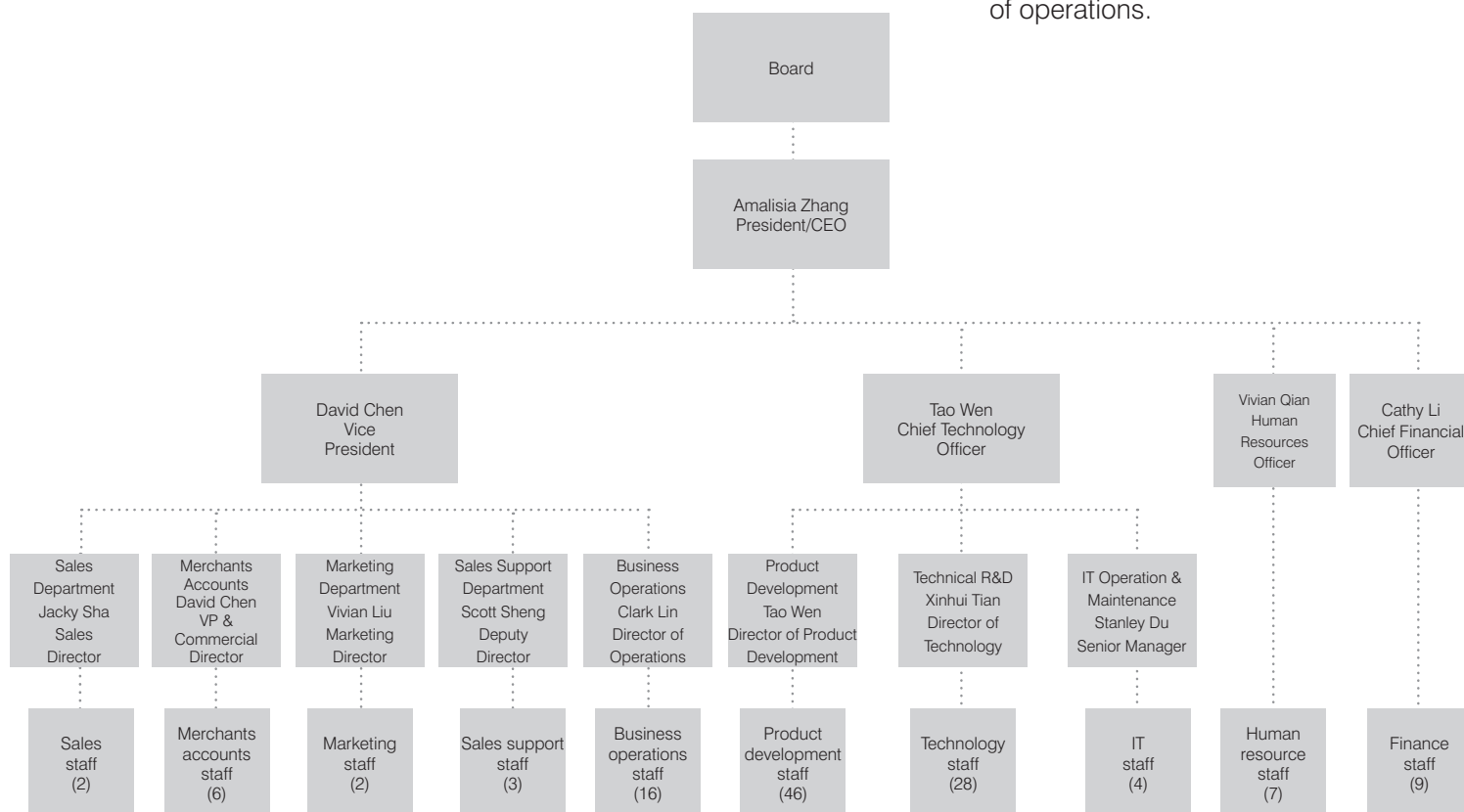
Name	Position	Amount
Mr Ross Benson	Non-Executive Chairman	RMB300,000 (approximately A\$53,520)
Mr Tony Groth	Non-Executive Director Chairman of Audit and Risk Management Committee	RMB200,000 (approximately A\$35,680) RMB30,000 (approximately A\$5,350)
Mr Simon Green	Non-Executive Director Chairman of Remuneration and Nomination Committee	RMB200,000 (approximately A\$35,680) RMB30,000 (approximately A\$5,350)
Mr YongKuan Duan	Non-Executive Director	RMB200,000 (approximately A\$35,680)

Management

99wuxian has agreed to employ an experienced management team. Senior management positions in the organisation chart below will be occupied by personnel with extensive experience

in mobile payments, mobile internet, internet, telecommunications, software applications, and financial sectors.

The numbers in the final line of the chart below are the approximate numbers of employees at that level of the business, and the total number of staff will be approximately 134 at the date of commencement of operations.



Corporate governance

Board of Directors

99wuxian's Memorandum and Articles of Association and the Hong Kong Companies Ordinance provide that the minimum number of Directors is two and that this minimum may only be changed by majority vote of the Shareholders. The Company currently has six Directors serving on the Board.

The Board is responsible for the overall corporate governance of the Company. Issues of substance affecting the Company are considered by the full Board, with advice from external advisors as required. Each Director must bring an independent view and judgement to the Board and must declare all conflicts of interest. Any issue concerning a Director must be brought to

the attention of the Board as soon as practicable, and Directors may not participate in discussions or resolutions pertaining to any matter in which the Director has a material personal interest.

The Board's role in risk oversight includes receiving reports from senior management and the Audit and Risk Management Committee on a regular basis regarding material risks faced by the Company and applicable mitigation strategies and activities.

The reports detail the effectiveness of the risk management program and identify and address material business risks such as technological, strategic, business, operational,

financial, human resources and legal/regulatory risks.

The Board and its committees consider these reports, discuss matters with management and identify and evaluate any potential strategic or operational risks, and appropriate activity to address those risks.

The responsibilities of the Board are set down in the Company's Board Charter, which has been prepared having regard to the ASX Corporate Governance Principles and is incorporated by reference in this Prospectus.

Board committees

The Board has established two standing committees to facilitate and assist the Board in fulfilling its responsibilities as set out below. The Board may also establish other committees from time to time to assist in the discharge of its responsibilities.

Each of these committees has the responsibilities described in the committee charters (which have been prepared having regard to the

ASX Corporate Governance Principles) adopted by the Company and are incorporated by reference into this Prospectus.

As at the date of this Prospectus, an employee incentive scheme has been considered, although no such scheme has been approved by the Board of 99wuxian. The implementation of any such employee incentive scheme, including the approval of such a

scheme and the issue of securities pursuant to such a scheme, will need to be in accordance with the Hong Kong Companies Ordinance and the ASX Listing Rules. In any event, the Board will seek advice and undertake a benchmarking exercise of entities of a similar size and operation prior to proceeding with any employee incentive scheme.

Committee	Overview	Members
Audit and Risk Management Committee	Oversees the Company's corporate accounting and financial reporting, including auditing of the Company's financial statements, reviewing the performance of the Company's internal audit function and the qualifications, independence, performance and terms of engagement of the Company's external auditor.	Tony Groth (chairman) Ross Benson YongKuan Duan
Remuneration and Nomination Committee	<p>Remuneration: Establishes, amends, reviews and approves the compensation and benefit plans with respect to senior management and employees of 99wuxian including determining individual elements of total compensation of the Chief Executive Officer and other members of senior management. The Remuneration and Nomination Committee is responsible for forming a view and making a recommendation to the Board on the most appropriate compensation for key employees. For instance, the Remuneration and Nomination Committee may determine that non-monetary compensation, such as employee options or employee shares, is an appropriate compensation as a way of:</p> <ul style="list-style-type: none"> • recognising ongoing contributions by key employees to the achievement by 99wuxian of long term strategic goals; • aligning the interests of participants with other holders of shares in 99wuxian through the sharing of a personal interest in the future growth and development of 99wuxian; and • providing a means of attracting and retaining skilled and experienced employees. <p>The Remuneration and Nomination Committee is also responsible for reviewing the performance of 99wuxian's executive officers with respect to these elements of compensation.</p> <p>Nomination: The Remuneration and Nomination Committee recommends the Director nominees for each annual general meeting and ensures that the audit and risk management and remuneration and nomination committees of the Board have the benefit of qualified and experienced independent directors.</p>	Simon Green (chairman) YongKuan Duan Ross Benson

Corporate governance policies

The Company has also adopted the following policies, each of which has been prepared having regard to the ASX Corporate Governance Principles and are incorporated by reference into this Prospectus.

A copy of each of the below policies are available on the Company's website at www.99wuxian.com.

The Company will also send you a free paper copy of its policies should you request a copy during the Offer Period.

- **Code of Conduct**

This policy sets out the standards of ethical behaviour that the Company expects from its directors, officers and employees;

- **Continuous Disclosure Policy**

Once listed on ASX, the Company will comply with the continuous disclosure requirements of the Listing Rules and the Corporations Act to ensure the Company discloses to ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Shares. As such, this policy sets out certain procedures and measures which are designed to ensure that the Company complies with its continuous disclosure obligations;

- **Risk Management Policy**

This policy is designed to assist the Company in identifying, assessing, monitoring and managing risks affecting the Company's business;

- **Securities Trading Policy**

This policy is designed to maintain investor confidence in the integrity of the Company's internal controls and procedures and to provide guidance on avoiding any breach of the insider trading laws in Australia;

- **Shareholder Communications Policy**

This policy sets out practices which the Company will implement to ensure effective communication with its Shareholders; and

- **Diversity policy**

This policy sets out practices which the Company will implement to establish measurable objectives for achieving gender diversity.

ASX Corporate Governance Principles

The Board has evaluated 99wuxian's current corporate governance policies and practices in light of the ASX Corporate Governance Principles.

The Board considers that the Company generally complies with the ASX Corporate Governance Principles and, where the Company does not comply, this is primarily due to the current relative size of the Company and scale of its current operations. Comments on compliance and departures are set out below.

A brief summary of the approach currently adopted by 99wuxian is set out on pages 64 to 68.

The Company acknowledges that it is required to provide a statement in future annual reports disclosing the extent to which the Company has followed the ASX Corporate Governance Principles.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 1.1: Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	Complies	The Board's responsibilities are contained in the Company's Board Charter. The functions of the Board and Chairman are specifically set out in the Board Charter. All senior executives are currently on the Board.
Recommendation 1.2: Companies should disclose the process for evaluating the performance of senior executives.	Complies	Due to the current size of the Company and its level of activity, the Board is responsible for the evaluation of its performance and the performance of individual Directors. This internal review is conducted on an annual basis and if deemed necessary this internal review is facilitated by an independent third party. As the Company is still in an early stage of development, it has not yet undertaken a formal review of the Board's performance. However, the Board Charter provides for an annual self-assessment of the Board's performance to be provided to the Remuneration and Nomination Committee.
Recommendation 1.3: Companies should provide the information indicated in the Guide to reporting on Principle 1.	Will comply	Details as to compliance with recommendation 1 will be set out in the Company's annual report.

Principle 2 – Structure the board to add value

Recommendation 2.1: A majority of the board should be independent directors.	Does not comply	The full Board determines the size and composition of the Board, subject to limits imposed by the Company's Constitution Of the six directors, four are Non-Executive Directors and three of all Non-Executive Directors are independent. As such half of the Board is independent. The Board considers that 99wuxian is not currently of a size, nor are its affairs of such complexity to justify the expense of the appointment of a majority of independent Non-Executive Directors. This Board structure will be reviewed at the appropriate stages of 99wuxian's development.
Recommendation 2.2: The chair should be an independent director.	Does not comply	The Chairperson, Mr Ross Benson, is a Non-Executive Director but is not considered independent under ASX guidelines. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the expense of the appointment of an Independent Non-Executive Chairman.
Recommendation 2.3: The roles of chair and chief executive officer should not be exercised by the same individual.	Complies	The roles of chair and chief executive officer are exercised by different people.

Recommendation 2.4: The board should establish a nomination committee.	Complies	The Board has established a Remuneration and Nomination Committee. The function of the Remuneration and Nomination Committee is contained in the Remuneration and Nomination Committee Charter.
Recommendation 2.5: Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.	Will comply	The Company will disclose the process for evaluating the performance of the Board, its committees and individual directors in its future annual reports.
Recommendation 2.6: Companies should provide the information indicated in the Guide to reporting on Principle 2.	Will comply	Details as to compliance with recommendation 2 will be set out in the Company's annual report.

Principle 3 – Promote ethical and responsible decision-making

Recommendation 3.1: Companies should establish a code of conduct and disclose the code or a summary of the code as to: <ul style="list-style-type: none"> the practices necessary to maintain confidence in the company's integrity; the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. 	Complies	The Board has established a Code of Conduct. The Code of Conduct provides that the Directors will act with honesty and integrity, will avoid conflicts of interest, protect confidential and proprietary information and treat others equitably and with professionalism, courtesy and respect.
Recommendation 3.2: Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity for the board to assess annually both the objectives and progress in achieving them.	Complies	The Board has established a diversity policy.
Recommendation 3.3: Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them.	Will comply	The Company has a diversity policy in place, as such, it will be able to provide measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them. This disclosure will be provided in the Company's annual report once a diversity policy is adopted.
Recommendation 3.4: Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.	Will comply	The Company will provide details as to compliance with this recommendation 3.4 in its future annual reports.
Recommendation 3.5: Companies should provide the information indicated in the Guide to reporting on Principle 3.	Will comply	Details as to compliance with recommendation 3 will be set out in the Company's annual report.

Principle 4 – Safeguard integrity in financial reporting

Recommendation 4.1: The board should establish an audit committee.	Complies	The Board has established an Audit and Risk Management Committee.
Recommendation 4.2: The audit committee should be structured so that it: <ul style="list-style-type: none">• consists only of non-executive directors;• consists of a majority of independent directors;• is chaired by an independent chair, who is not chair of the board; AND• has at least three members.	Complies	The Audit and Risk Management Committee consists of three members. Of these members, all are Non-Executive Directors and the majority are Independent Directors. The Audit and Risk Management Committee is chaired by an independent chairman who is not the chairman of the Board.
Recommendation 4.3: The audit committee should have a formal charter.	Complies	The Board has established an Audit and Risk Management Charter to assist with ensuring the integrity and reliability of information prepared for use by the Board, and the integrity of the Company's internal controls affecting the preparation and provision of that information in determining policies or for inclusion in the financial report.

Principle 5 – Make timely and balanced disclosure

Recommendation 5.1: Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	Complies	The Board has adopted a Share Trading Policy for buying and selling securities. This policy is designed to maintain investor confidence in the integrity of the Company's internal controls and procedures and to provide guidance on avoiding any breach of the insider trading laws.
Recommendation 5.2: Companies should provide the information indicated in the Guide to reporting on Principle 5.	Will comply	Details as to compliance with recommendation 5 will be set out in the Company's annual report.

Principle 6 – Respect the rights of shareholders

Recommendation 6.1: Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.	Complies	The shareholders communication policy is contained in the Continuous Disclosure Policy and Communications Strategy and is designed to ensure that shareholders are informed of all relevant developments. The Company intends to establish on its website a facility for all shareholder communications.
Recommendation 6.2: Companies should provide the information indicated in the Guide to reporting on Principle 6.	Will comply	Details as to compliance with recommendation 6 will be set out in the Company's annual report.

Principle 7 – Recognise and manage risk

<p>Recommendation 7.1: Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.</p>	Complies	<p>The Board has adopted a Risk Management Policy which is overseen by the Audit and Risk Management Committee, the functions of which are detailed in the Audit and Risk Management Charter.</p> <p>The Audit and Risk Management Committee reviews:</p> <ul style="list-style-type: none">• the Company's risk management strategy and policies;• the Company's risk management framework, including key policies and procedures, including any changes to the risk management framework or any key risk policies and procedures;• compliance with the endorsed risk management framework through monthly reporting to the Board;• business risks applicable to the business and ongoing operations; and• all transactions in which the Company is a participant and in which any related parties of the Company, has or will have a direct or indirect material interest. <p>The Risk Management Policy and the Audit and Risk Management Charter are available on the Company's website at www.99wuxian.com.</p>
<p>Recommendation 7.2: The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.</p>	Complies	<p>Design</p> <p>Senior management are responsible for setting the policy and procedures to assist with the management of 99wuxian risk profile. The program is designed to ensure risks are identified, assessed, addressed and monitored to enable the Company to achieve its business objectives.</p> <p>Implement</p> <p>The management of operational risk and the implementation of mitigation measures is the responsibility of senior management. In essence, the senior management perform the following:</p> <ul style="list-style-type: none">• delegate approvals required under the risk management framework;• report risk management including• monitoring operational control weaknesses and breakdowns; and• monitoring due diligence conducted for appointment and ongoing monitoring of outsourced arrangements. <p>Review</p> <p>The risk management program developed by senior management is reviewed by the Audit and Risk Management Committee. The Audit and Risk Management Committee has the right to appoint external professional advisors to carry out and report their findings, to the Audit and Risk Committee.</p> <p>Approved</p> <p>The risk management program reviewed by the Audit and Risk Management Committee is approved by the Board.</p> <p>Report</p> <p>The Board receives regular monthly reports on progress in addressing the risks.</p>

Recommendation 7.3: The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	Will comply	The Board requires the Chief Executive Officer and Chief Financial Officer to provide such a statement on at least an annual basis.
Recommendation 7.4: Companies should provide the information indicated in the Guide to reporting on Principle 7.	Will comply	Details as to compliance with recommendation 7 will be set out in the Company's annual report.

Principle 8 – Remunerate fairly and responsibly

Recommendation 8.1: The board should establish a remuneration committee.	Complies	The Remuneration and Nomination Committee consists of three members. Of these members, all are Non-Executive Directors and the majority are independent Directors. The Remuneration and Nomination Committee is chaired by an independent chairman who is not the chairman of the Board. The Remuneration and Nomination Committee carries out the functions detailed in the Remuneration and Nomination Committee Charter.
Recommendation 8.2: The remuneration committee should be structured so that it: <ul style="list-style-type: none"> • consists of a majority of independent directors; • is chaired by an independent chair; and • has at least three members. 	Complies	The Remuneration and Nomination Committee consists of three members. Of these members, all are Non-Executive Directors and the majority are independent Directors. The Chair of the Remuneration and Nomination Committee is an independent Non-Executive Director. The role of the Remuneration and Nomination Committee includes the appointment and remuneration of the non executive Directors, CEO, Company Secretary, CFO, and other senior executives and employees of the Company.
Recommendation 8.3: Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.	Complies	The Company will distinguish the structure of Non-Executive Directors' remuneration from that of Executive Directors and senior executives in compliance with this recommendation in future annual reports.
Recommendation 8.4: Companies should provide the information indicated in the Guide to reporting on Principle 8.	Will comply	Details as to compliance with recommendation 8 will be set out in the Company's annual report.

Incorporation by reference and obtaining copies

A copy of the charter for each of the Audit and Risk Management and Remuneration and Nomination Committees along with each of the corporate governance policies detailed above are available on 99wuxian's website at www.99wuxian.com. 99wuxian will also send you a free paper copy of its charters and policies should you request a copy during the Offer Period.

Risk factors



Overview

An investment in 99wuxian will be exposed to a number of risks.

Risks that the Directors believe are key risks are described under the headings “Risks related to 99wuxian’s business and risks related to the industry in which 99wuxian operates” (page 70) and “Risks related to the Offer and an investment in CDIs and Shares” (page 74). The key risks are the risks that senior management and the Directors focus on when managing the business of the 99wuxian Group and have the potential, if they occurred, to result in significant consequences for the 99wuxian Group and an investment in it. The balance of risks regarded by the Directors as potentially material are described under the heading “Other general risks” on page 78.

There are also risks that are common to all investments in shares and which are not specific to an investment in 99wuxian; for example, the general volatility of share prices including as a result of general economic conditions (including monetary and fiscal policy settings as well as exchange and interest rates) in Australia and overseas and other events outside the usual course of the 99wuxian Group’s business such as acts of terrorism or war.

Investors should note that the occurrence or consequences of some of the risks described in this Section of the Prospectus are partially or completely outside the control of 99wuxian, its Directors and senior management. Further, investors should note that this description focuses on the risks referred to above and does not purport to list every risk that 99wuxian may have now or in the future. It is also important to

note that there can be no guarantee that 99wuxian will achieve its stated objectives or that any forward looking statements or forecasts contained in this Prospectus will be realised or otherwise eventuate.

Investors should satisfy themselves that they have a sufficient understanding of these matters, including the risks described in this Section of the Prospectus, and have regard to their own investment objectives, financial circumstances and taxation position before investing in 99wuxian. If you do not understand any part of this Prospectus, or are in any doubt as to whether to invest in CDIs or not, it is recommended that you seek professional guidance from your stockbroker, solicitor, accountant or other independent and qualified professional advisor before deciding whether to invest.

Risks related to 99wuxian’s business and risks related to the industry in which 99wuxian operates

<i>Risk</i>	<i>Description of risk</i>	<i>Risk mitigation strategies</i>
Business Partners do not continue their co-operation with Handpay and 99wuxian	Handpay has contracts with Business Partners to provide them with a mobile payments solution, Handpay and 99wuxian must maintain their service quality and close relationships with those Business Partners. Failure to maintain the relationships could result in the Business Partners withdrawing their support, possibly resulting in 99wuxian’s revenues declining and operating results being materially and adversely affected.	99wuxian will meet regularly with Business Partners to ensure the close relationship with Business Partners continues.
Risk from the dependence on Handpay for a significant portion of revenues	The 99wuxian Group depends on Handpay for a significant portion of its revenues. 99wuxian has a long-term contract with Handpay which is subject to renewal on contract terms every 30 years. The 99wuxian Group must maintain a close relationship with Handpay. Any failure to maintain this close relationship could result in disputes with Handpay or failure to renew the contracts with reasonable terms and conditions, and in turn the 99wuxian Group revenues could decline, and its operating results could be materially and adversely affected. There is a risk that Handpay may be unable to meet its obligations under the Handpay Services Agreement. Further, there is no guarantee that in the event the Handpay Services Agreement were to be terminated that Handpay would be able to compensate 99wuxian by paying it a sum equal to the market capitalisation of 99wuxian as at the date of termination, as required by the Handpay Services Agreement.	99wuxian will meet regularly with Handpay to ensure the close relationship with Handpay continues. In the event the Handpay Services Agreement were to be terminated and Handpay did not fulfil its contractual obligations by paying it a sum equal to the market capitalisation of 99wuxian as at the date of termination, 99wuxian would seek damages for breach of contract.

<i>Risk</i>	<i>Description of risk</i>	<i>Risk mitigation strategies</i>
The Handpay Services Agreement is not renewed	<p>The Handpay Services Agreement is for a 30 years term. 99wuxian has two 30 years options to renew the Handpay Services Agreement.</p> <p>Failure to renew the Handpay Services Agreement could result in 99wuxian's revenues declining and its operating results being materially and adversely affected.</p>	<p>99wuxian would only choose not to exercise its options to renew the Handpay Services Agreement in the event it had reformulated its business strategy and changed its strategic direction.</p>
The agreements between Handpay and Business Partners are not renewed	<p>The agreements between Handpay and Business Partners are short term and generally for a period of 2 years with an automatic extension for a further year.</p> <p>Failure to renew any of these could result in 99wuxian's revenues declining and its operating results being materially and adversely affected.</p>	<p>99wuxian will meet regularly with Business Partners to foster the close relationship with Business Partners with a view to ensuring that new agreements between 99wuxian and the Business Partners are entered into once the initial agreements expire.</p>
Risk of unauthorised use of intellectual property	<p>The 99wuxian Group relies on a combination of patent, trademark, software registration laws, nondisclosure agreements and other methods to protect its intellectual property rights. To protect its trade secrets and other proprietary information, employees, consultants, advisors and collaborators are required to enter into confidentiality agreements. These agreements might not provide meaningful protection for the trade secrets, know-how or other proprietary information in the event of any unauthorised use, misappropriation or disclosure of such trade secrets, know-how or other proprietary information. Implementation of intellectual property-related laws in PRC has historically been lacking, primarily because of ambiguities in the PRC laws and difficulties in enforcement. Accordingly, intellectual property rights and confidentiality protections in PRC may not be as effective as in Australia or other countries or regions, and infringement of intellectual property rights continues to pose a serious risk of doing business in PRC. Policing unauthorised use of proprietary technology is difficult and expensive.</p> <p>The steps 99wuxian has taken may be inadequate to prevent the misappropriation of its proprietary technology. Reverse engineering, unauthorised copying or other misappropriation of its proprietary technologies could enable third parties to benefit from its technologies without paying for doing so, which could harm the 99wuxian Group business and competitive position.</p> <p>The 99wuxian Group may need to enforce its intellectual property rights through litigation or arbitration. Litigation or arbitration relating to its intellectual property may not prove successful and might result in substantial costs and diversion of resources and management attention.</p>	<p>The 99wuxian Group has tried to mitigate the risk of unauthorised use of intellectual property by only disclosing sensitive intellectual property to particular employees, consultants, advisors and collaborators on a 'needs to know basis'.</p> <p>99wuxian requires all such employees, consultants, advisors and collaborators to enter into confidentiality agreements to protect the confidentiality of such intellectual property. Where necessary the 99wuxian Group will enforce its intellectual property rights through litigation or arbitration.</p>

<i>Risk</i>	<i>Description of risk</i>	<i>Risk mitigation strategies</i>
Risk that increases in wages for information technology professionals will increase net cash outflow and gross margin and net profit may decline	Historically, wages for comparably skilled technical personnel in the Chinese IT services industry have been lower than in developed countries, such as in Australia, U.S.A or Europe. In recent years, wages in China's IT services industry have increased and may continue to increase at faster rates. Wage increases will increase the 99wuxian Group's cost of software solutions and IT services of the same quality and increase its cost of operations. As a result, the 99wuxian Group gross margin and net profit may decline. In the long term, unless offset by increases in efficiency and productivity of the 99wuxian Group work force, wage increases may also result in increased prices for its solutions and services, making the 99wuxian Group potentially less competitive.	99wuxian will need to pay employees market rate in order to attract and retain skilled employees. 99wuxian will, however, try to offset increases in wages by increases in efficiency and productivity.
Risk that changes in technology could adversely affect the 99wuxian Group business by increasing costs, reducing profit margins and causing a decline in competitiveness	The markets for software and IT-related services change rapidly because of technological innovation, new product introductions, declining prices and evolving industry standards, among other factors. New solutions and new technology often render existing solutions and services obsolete, excessively costly or otherwise unmarketable. As a result, the success of the 99wuxian Group depends on the 99wuxian Group being able to keep up with the latest technological progress and to develop or acquire and integrate new technologies into its software and IT-related services. Advances in technology also require the 99wuxian Group to commit substantial resources to developing or acquiring and then deploying new technologies for use in operations. The 99wuxian Group must continuously train personnel in new technologies and in how to integrate existing hardware and software systems with these new technologies. The 99wuxian Group may be unable to continue to commit the resources necessary to keep its competitive technological advantages and its ability to effectively compete in the market may suffer as a result.	99wuxian will try to offset increases in costs by increases in efficiency and productivity.
Risk that defects in software, errors in systems integration or failure to perform professional services could result in a loss of clients and decrease in revenues, unexpected expenses and a reduction in market share	The 99wuxian Group software solutions are complex and may contain defects and bugs when first introduced to the market or to a particular client, or as new versions are released. Because the 99wuxian Group cannot test for all possible scenarios, its solutions may contain errors which are not discovered until after they have been installed and the 99wuxian Group may not be able to correct these problems on a timely basis. These defects or bugs could interrupt or delay completion of projects or sales to clients. In addition, the 99wuxian Group reputation may be damaged and it may fail to obtain new projects from existing clients or new clients. The 99wuxian Group also provides a range of IT services and must meet stringent quality requirements for performing these services. If the 99wuxian Group fails to meet these requirements, it may be subject to claims for breach of contracts with its clients. Any such claim or adverse resolution of such claim against the 99wuxian Group may hurt the 99wuxian Group reputation and have a material adverse effect on its business.	99wuxian will conduct regular testing to ensure its software does not contain defects or bugs. In the event a defect or bug is identified, 99wuxian will ensure that any defects or bugs identified are remedied as quickly as possible to minimise 99wuxian.com down time. With respect to IT quality requirements, 99wuxian has employees dedicated to ensuring all quality requirements are met.

<i>Risk</i>	<i>Description of risk</i>	<i>Risk mitigation strategies</i>
<p>The 99wuxian Group's business depends substantially on the continuing efforts of management and other key personnel there is a risk that if the 99wuxian Group loses their services, it could incur significant costs in finding suitable replacements</p>	<p>The 99wuxian Group's future success heavily depends upon the continued services of management and other key personnel. In particular, the 99wuxian Group relies on the expertise and experience of Ms Amalisia Zhang, the President and CEO, Mr David Chen, the Vice President, and other senior management. If one or more of the 99wuxian Group's management or key personnel were unable or unwilling to continue in their present positions, the 99wuxian Group might not be able to replace them easily or at all. The 99wuxian Group's business may be severely disrupted, its financial condition and results of operations may be materially adversely affected, and it may incur additional expenses to recruit, train and retain personnel. Ms Zhang and the other Executive Director have entered into confidentiality non-competition agreements. However, if any dispute arises between the 99wuxian Group's executive officers and 99wuxian, such non-competition provisions may not be enforceable, especially in China, where most of these executive officers and key employees reside, on the ground that the 99wuxian Group have not provided adequate compensation to these executive officers for their non-competition obligations, which is required under the relevant PRC regulations.</p>	<p>99wuxian has a Remuneration and Nomination Committee. In the event any key personnel were to leave 99wuxian, the Remuneration and Nomination Committee would aim to ensure a suitable replacements were found within the time-frames required and not at unreasonable cost to 99wuxian. In the event a key person were to breach the restrictive covenants in their confidentiality non-competition agreements, 99wuxian would weigh up the cost/benefit ratio of enforcing such provisions.</p>
<p>Risk that any significant failure in the 99wuxian Group's information technology systems could subject it to contractual liabilities to clients, harm reputation and adversely affect its results of operations</p>	<p>The 99wuxian Group's business and operations are highly dependent on the ability of its information technology systems to timely process various transactions across different markets and solutions. The proper functioning of the 99wuxian Group's financial control, accounting, customer service and other data processing systems, is critical to its business and to ability to compete effectively. The 99wuxian Group's business activities may be materially disrupted in the event of a partial or complete failure of any of these primary information technology or communication systems, which could be caused by, among other things, software malfunction, computer virus attacks, conversion errors due to system upgrading, damage from fire, earthquake, power loss, telecommunications failure, hacking or other unauthorised entry or other events beyond the 99wuxian Group's control. Loss of all or part of the systems for a period of time could have a material adverse effect on the business and business reputation of the 99wuxian Group. The 99wuxian Group may be liable to clients for breach of contract for interruptions in service. Due to the numerous variables surrounding system disruptions, the extent or amount of any potential liability cannot be predicted.</p>	<p>99wuxian has technology and information security processes and disaster recovery plans in place to mitigate its risk to these vulnerabilities.</p>

<i>Risk</i>	<i>Description of risk</i>	<i>Risk mitigation strategies</i>
The ability of the 99wuxian Group to continually improve its technology to keep up with customers demands	<p>The 99wuxian Group's business and operations is highly dependent on the ability of its information technology systems being maintained and continually improved to keep up with customer demands and the latest developments in information technology.</p> <p>The 99wuxian Group's business activities may be materially affected in the event the 99wuxian Group fails to up-grade and improve its information technology or communication systems. The effect of such a failure could result in loss in consumer confidence and the introduction of a new competitor in the industry.</p>	99wuxian has attempted to mitigate this risk through its retention of a team of information technology specialists whose role is to improve 99wuxian's information technology systems and ensure they are updated in response to consumer suggestions and demands.
Company registration renewal each year	<p>In China a company is subject to review and registration renewal each year. Consequently, there is a risk that PRC registered subsidiaries of 99wuxian may not be successful in having their registration renewed following such a review.</p> <p>In the opinion of the Directors, such a risk is minor as the requirement to pass the annual inspection is that the business of those PRC subsidiaries is still operating, the annual reports for those PRC subsidiaries have been lodged and the operation and existence of the subsidiaries are lawful.</p>	99wuxian has attempted to mitigate this risk by putting in places systems and processes to ensure that the following is considered on an annual basis: (a) that the business of those PRC subsidiaries is still operating, (b) the annual reports for those PRC subsidiaries have been lodged and (c) the operation and existence of the subsidiaries are lawful.

Risks related to the Offer and an investment in CDIs and Shares

<i>Risk</i>	<i>Description of risk</i>	<i>Risk mitigation strategies</i>
Risk of oppression of minority shareholders	<p>Immediately after the Offer, the Existing Holders will beneficially own approximately 96% of 99wuxian's issued capital assuming that the Minimum Subscription is raised and approximately 95.12% assuming the maximum number of CDIs are issued under the Offer. As a result, these Existing Holders, if they act together, would be able to exert a significant degree of influence over 99wuxian's management and affairs and over matters requiring Shareholder approval, including the election of Directors and approval of significant corporate transactions. This concentration of ownership may harm the market price of the CDIs by delaying or preventing a change in control, even if a change is in the best interests of 99wuxian's other Shareholders.</p>	<p>The Hong Kong Companies Ordinance provides certain safeguards in an effort to ensure that majority power is not abused. Any member of the company can apply to the court for an order under the Hong Kong Companies Ordinance on the ground that the</p>

<i>Risk</i>	<i>Description of risk</i>	<i>Risk mitigation strategies</i>
		<p>affairs of the company are being or have been conducted in a manner which is unfairly prejudicial to the interests of the members generally or of some part of the members.</p> <p>The Hong Kong Companies Ordinance also has a procedure allowing a member of a company to bring a derivative action, or intervene in any proceedings, in the event of misfeasance.</p>
Liquidity and realisation risk	<p>Existing Holders have all agreed to convert their Shares to CDIs as only CDIs can be traded on the ASX. Under the escrow requirements of the ASX Listing Rules, those Existing Holders, who hold 95.12% (based on the Maximum Subscription being raised) will not, however, be able to trade their CDIs for a period of 12-24 months commencing from the date of quotation of 99wuxian. The majority of the Existing Holder's CDIs will be escrowed, under an ASX imposed holding lock, for a 24 month period. Given the number of CDIs restricted from trading, there will only be liquidity with respect to 4.88% of the CDIs (based on the Maximum Subscription being raised) until such time as the Existing Holder's CDIs come out of escrow.</p> <p>The CDIs issued under the Offer will only be listed on ASX and will not be listed for trading on any other securities exchanges in Australia, Hong Kong or elsewhere. As such, there can be no guarantee that an active market in the CDIs will develop or continue, or that the market price of the CDIs will increase. If a market does not develop or is not sustained, it may be difficult for investors to sell their CDIs. Furthermore, the market price for CDIs may fall or be made more volatile because of the relatively low volume of trading in 99wuxian's securities. When trading volume is low, significant price movement can be caused by trading in a relatively small number of shares.</p>	<p>This is a risk which is beyond the control or mitigation of 99wuxian.</p>

<i>Risk</i>	<i>Description of risk</i>	<i>Risk mitigation strategies</i>
Country risk and foreign operations	<p>There are risks associated with operating in foreign countries. Country risks include exchange rate risk, economic risk, sovereign risk, political risk, and transfer risk.</p> <p>99wuxian's operating results and financial conditions are highly susceptible to changes in PRC's political, economic and social conditions as 99wuxian's revenue is currently wholly derived from its operations in PRC.</p> <p>Given that 99wuxian is incorporated in Hong Kong but its business operations are in China, there is the risk of capital being restricted or frozen by government action.</p> <p>There can be no guarantee that the government regulations in Australia, Hong Kong and China, in particular in relation to foreign investment, repatriation of foreign currency, taxation and the regulation of the information technology industry, will not be amended in the future to the detriment of 99wuxian's business.</p> <p>As 99wuxian is incorporated in Hong Kong, changes in Hong Kong laws may have an adverse effect on non-Hong Kong resident holders of CDIs.</p> <p>Reporting requirements of 99wuxian in Hong Kong may impose more onerous obligations on 99wuxian. Costs of compliance with laws and regulations in Australia and Hong Kong may vary from current estimates.</p>	<p>This is a risk which is beyond the control or mitigation of 99wuxian.</p>

<i>Risk</i>	<i>Description of risk</i>	<i>Risk mitigation strategies</i>
Changes in economic conditions and consumer sentiment	<p>Changes in the general economic climate in which 99wuxian operates may adversely affect the financial performance of 99wuxian and the value of its assets. Factors which contribute to that general economic climate include:</p> <ul style="list-style-type: none"> • contractions in the world economy or increases in the rate of inflation; • international currency fluctuations; • changes in interest rates; • new or increased government taxes or duties or changes in taxation laws; or • changes in government regulatory policy. <p>Since 1978, the PRC government has undertaken various reforms of its economic systems. Such reforms have resulted in economic growth for the PRC in the last two decades. However, many of the reforms are unprecedented or experimental, and are expected to be refined and modified from time to time. Other political, economic and social factors may also lead to further readjustment of the reform measures.</p> <p>This refinement and adjustment process may consequently have a material impact on the 99wuxian Group's operations in PRC or a material adverse impact on its financial performance. The 99wuxian Group's business and financial performance may be adversely affected by changes in PRC's political, economic and social conditions and by changes in policies of the PRC government or changes in laws, regulations or the interpretation or implementation thereof. 99wuxian's growth and profitability depend on the level of consumer confidence and spending in China. 99wuxian's results of operations are sensitive to changes in overall economic and political conditions that impact consumer spending. The retail industry, in particular, is very sensitive to broad economic changes, and retail purchases tend to decline during recessionary periods. Substantially all of the net revenues of the 99wuxian Group are derived from retail sales in China. Many factors outside of its control, including interest rates, volatility of the world's stock markets, inflation and deflation, tax rates and other government policies, and unemployment rates can adversely affect consumer confidence and spending. The domestic and international political environments, including military conflicts and political turmoil or social instability, may also adversely affect consumer confidence and reduce spending, which could in turn materially and adversely affect the growth and profitability of the 99wuxian Group.</p>	<p>This is a risk which is largely beyond the control or mitigation of 99wuxian, however, 99wuxian will monitor and, to the extent it is able, adjust its business and operations to minimise the impact of the occurrence of this risk.</p>
Stock market fluctuations	<p>There are a number of risks associated with any stock market investment. The price of CDIs may rise or fall in relation to the Offer Price and investors who decide to sell their CDIs, after listing of 99wuxian on ASX, may not receive the full amount of their original investment. The value of the CDIs will be determined by the stock market and will be subject to a range of factors beyond the control of 99wuxian and its Directors. These factors include movements in local and international stock exchanges, local interest rates and exchange rates, domestic and international economic and political conditions, government taxation, market supply, competition and demand and other legal, regulatory or policy changes.</p>	<p>This is a risk which is beyond the control or mitigation of 99wuxian.</p>

<i>Risk</i>	<i>Description of risk</i>	<i>Risk mitigation strategies</i>
99wuxian will incur exchange rate risks relating to listing on ASX	The proceeds of the Offer will be received in A\$, while 99wuxian's functional currency is RMB. 99wuxian is not currently hedging against exchange rate fluctuations, and consequently 99wuxian will be at the risk of any adverse movement in RMB-A\$ exchange rate between the pricing of the Offer and the closing of the Offer. The Shares in the form of CDIs will be listed on ASX and priced in A\$. However, 99wuxian's functional currency is RMB. As a result, movements in foreign exchange rates may cause the price of 99wuxian's securities and the earnings per Share to fluctuate for reasons unrelated to 99wuxian's financial condition or performance and may result in a discrepancy between 99wuxian's actual results of operations and investors' expectations of returns on 99wuxian's securities expressed in A\$.	This is a risk which is largely beyond the control or mitigation of 99wuxian, however, 99wuxian will periodically consider the utility of hedging against exchange rate fluctuations.
Provisions of 99wuxian's Memorandum and Articles of Association and Hong Kong Companies Ordinance could make an acquisition of 99wuxian more difficult	Certain provisions of 99wuxian's Memorandum and Articles of Association and Hong Kong Companies Ordinance could discourage, delay or prevent a merger, acquisition or other change of control that Shareholders may consider favourable, including transactions in which Shareholders might otherwise receive a premium for their CDIs. These provisions could also limit the price that investors might be willing to pay in the future for the CDIs, thereby depressing the market price of the CDIs.	This is a risk which is beyond the control or mitigation of 99wuxian.

Other general risks

<i>Risk</i>	<i>Description of risk</i>	<i>Risk mitigation strategies</i>
General risks	<p>The future viability and profitability of 99wuxian is dependent on a number of other factors which affect the performance of all industries including (but not limited to) the following:</p> <ul style="list-style-type: none"> • financial failure or default by a party to any contract to which 99wuxian is, or may become, a party; • insolvency or other managerial failure by any of the contractors used by 99wuxian in its activities; • industrial disputes; • litigation; • natural disasters; and • acts of terrorism or an outbreak of international hostilities. 	<p>With respect to financial failure or default by a party to any contract to which 99wuxian is, or may become, a party, the management team of 99wuxian is expanding its customer base and convenes regular Board meetings to monitor the financial position of 99wuxian.</p> <p>The Board has also introduced policies which it considers appropriate for the proper governance of 99wuxian to ensure as far as possible that 99wuxian operates its business to the highest standard and in accordance with the law.</p>

Financial information



Introduction

This section includes the historical revenue of 99wuxian.com, historical financial information and pro-forma financial information. The basis for preparation and presentation of financial information is set out below.

The financial information has been prepared by management and adopted by the Directors of 99wuxian. The Directors are responsible for the inclusion of all financial information in the Prospectus. BDO Corporate Finance (QLD) Ltd has prepared an Investigating Accountant's Report in respect of the IAR Financial Information. A copy of this report is set out in "Investigating Accountant's Report" on page 91 of the Prospectus.

The historical financial information disclosed in the unaudited accounts for the period from 7 May 2013 to 31 May 2013, is incorporated by reference in this Prospectus, a copy of which may be obtained from 99wuxian's web site, or by contacting the Offer Information Line. The accounting policies adopted by 99wuxian comply with International Financial Reporting Standards (IFRS).

The extracts from the historical financial information, and the pro-forma financial information have been prepared in accordance with the measurement and recognition criteria of IFRS but do not comply in all respects with IFRS. The extracts from the historical financial statements and pro-forma financial information are presented in an abbreviated form insofar as they do not include all the disclosures and notes required in an annual financial report prepared in accordance with IFRS, Corporations Act 2001 and the Hong Kong Companies Ordinance.

Key revenue drivers

Management have identified the following key factors which they anticipate will drive growth in revenue for 99wuxian:

Increased number of registered users

A registered user is a customer of Business Partners who has completed the once only registration process of their details with 99wuxian.com. These customers have downloaded the Business Partners APP to their mobile telephone, and also registered their details on the 99wuxian.com platform. Increases in registered users are expected to come from two sources:

- As Handpay develops more APPs for new Business Partners, the size of the potential customer base for 99wuxian grows; and
- Joint marketing by 99wuxian, Business Partners and Merchants is initially aimed at promoting of 99wuxian.com, the success of which can be measured by the number of the Business Partner customers who register.

Increased number of active users

Active users of 99wuxian.com are registered users who regularly use the 99wuxian.com mobile online marketplace to purchase goods or services. Joint marketing by 99wuxian, Business Partners and Merchants is also aimed at encouraging the Business Partner customers to regularly purchase goods or services using the 99wuxian.com mobile online marketplace. Providing an attractive range of Merchant products to the 99wuxian.com mobile online marketplace assists in increasing the number of active users.

99wuxian management expect the number of active users to grow. This expected increase is being driven by the anticipated growth of mobile Smartphone users and their increasing propensity to make their mobile phone their choice for online purchases and payments.

Average spend per active user

99wuxian management monitor monthly sale value per active user. As revenue is generated by service fees on sales, the average spend per active user is used to monitor the success of promotional activities. The goal of management is to increase the average spend per active user so as to generate more income for 99wuxian.

Management expect the average spend per active user to grow each year. This growth is driven by a number of factors, including increased disposable incomes of the Chinese people and the increased propensity to use their Smartphone to make online purchases.

Average service fee on sales

99wuxian's management team monitor the average service fee earned on sales on the 99wuxian.com platform. 99wuxian management is focused on adding products which will deliver service fees between 5% and 20% on sales. Management also have a focus on virtual goods and services (such as online game recharge, lottery tickets and small amount financing products) which carry high margins and which do not require physical delivery.

Forecast financial information

The Directors have considered if this Prospectus should include financial forecasts. Comprehensive forecasts have been prepared by 99wuxian management.

The Directors have considered the requirements of ASIC Regulatory Guide 170 Prospective financial information (RG170) in order to determine if prospective financial information should be included in this Prospectus. A key requirement of RG170 is that Directors must balance the obligation to disclose against the information value of the disclosure and the risk that the information may be misleading.

The Directors have determined that it is difficult for 99wuxian to meet the criteria prescribed in RG 170 for the inclusion of prospective financial information.

Due to the uncertainty of future events and prospects the Directors consider reference to forecasts, internal business plans and associated appraised asset values are subjective and as such have not been included in this Prospectus.

Historical revenue of 99wuxian.com

The business of 99wuxian was operated by Handpay from the inception of the business until the effective date of the Handpay Services Agreement between Handpay

and 99wuxian. When 99wuxian.com was operated by Handpay, revenue was separated in the financial records from other revenue sources of Handpay, but operating expenses were not.

The following table shows 99wuxian.com's registered users and quarterly revenue since the official launch of the platform by Handpay in May 2011.

The first quarter below covers only the period from 1 May 2011 (when Handpay officially launched 99wuxian.com) to 30 June 2011. The above figures have been reviewed by the Investigating Accountant (refer to "Investigating Accountant's Report" on page 91).

<i>Quarter</i>	<i>Number of registered users at end of quarter</i>	<i>Revenue for the quarter A\$</i>
May 2011 (official launch) to June 2011	5,113,427	161,412
July 2011 to September 2011	7,591,682	58,240
October 2011 to December 2011	9,582,609	3,725,146
January 2012 to March 2012	11,184,129	805,634
April 2012 to June 2012	14,311,879	2,710,383
July 2012 to September 2012	16,301,461	3,769,258
October 2012 to December 2012	18,685,102	6,097,662
January 2013 to March 2013	19,772,658	4,044,599

Pro-forma financial information

The amounts in RMB in the IAR Financial Information set out on pages 81 to 86 have been converted into A\$ using an exchange rate of A\$1.00=RMB5.923, the rate applicable on 31 May 2013, in order to comply with IFRS. Accordingly some amounts in the IAR Financial Information will differ from amounts for the same RMB payments in other parts of the Prospectus as those amounts have been converted at rates applicable at the Conversion Date.

The unaudited and pro-forma financial information for 99wuxian set out on the following pages comprises:

- An extract from the Unaudited Statement of Financial Position at 31 May 2013, converted to A\$ from RMB on 31 May 2013 using an exchange rate of A\$1.00=RMB5.923 (refer to note 1 below);
- The Pro-forma Statement of Financial Position as at 31 May 2013, adjusted for the effect should the Minimum Subscrip-

tion be achieved, the completion of payments required under the Handpay Services Agreement, and the expenses of the IPO be paid; and

- The Pro-Forma Statement of Financial Position as at 31 May 2013, adjusted for the effect should the Maximum Subscription be achieved, the completion of payments required under the Handpay Services Agreement and expenses of the IPO be paid.

Unaudited Pro-forma Statement of Financial Position as at 31 May 2013

	Extract from unaudited accounts converted to A\$ (Note 1)	Pro-forma with Minimum Subscription A\$ (Note 2)	Pro-forma with Maximum Subscription A\$ (Note 3)
Non-current assets			
Intangible assets (Note 4)	-	9,918,763	9,918,763
Current assets			
Other receivables	79,958	79,958	79,958
Cash and bank balances	6,737,135	9,732,749	15,775,344
	6,817,093	9,812,707	15,855,302
Current liabilities			
Other payables	-	-	-
Net current assets	6,817,093	9,812,707	15,855,302
Net total assets	6,817,093	19,731,470	25,774,065
Non-current liabilities			
Deferred tax liability	-	1,477,263	1,477,263
Net assets	6,817,093	18,254,207	24,296,802
Capital and reserves			
Share capital	130,954	135,459	137,629
Accumulated losses	(20,450)	(285,951)	(284,503)
Share premium reserve	6,706,589	18,404,699	24,443,676
Total equity attributable to owners of 99wuxian	6,817,093	18,254,207	24,296,802

Note 1 Pro-forma extract from unaudited Statement of Financial Position converted to A\$

These figures are extracted from the unaudited Statement of Financial Position as at 31 May 2013. The unaudited financial statements are presented in RMB and all figures in A\$ presented in the extract above are for ease of reference only. The exchange rate used to translate RMB into A\$ is A\$1=RMB 5.923 (the average closing rate on 31 May 2013).

The amounts converted to A\$ for the initial payment and second payment (refer to notes 2 and 3 below) under the Handpay Services

Agreement differ to those shown on elsewhere in this Prospectus as the amounts in this section in RMB have been converted into A\$ using a conversion date of 31 May 2013 as required by IFRS.

Note 2 Pro-forma extract with Minimum Subscription

The unaudited pro-forma Statement of Financial Position presented in the table above has been derived from the figures extracted from the Statement of Financial Position as at 31 May 2013 converted to A\$ in column 1 and adjusted for the following transactions as if they had occurred at 31 May 2013:

- An initial payment of approximately A\$3,376,600

(RMB20,000,000) under the Handpay Services Agreement (which is due to be paid prior to 31 July 2013);

- The second and final payment of approximately A\$5,064,900 (RMB 30,000,000) under the Handpay Services Agreement (required to be paid by 31 December 2013, and which will be paid from the proceeds of the IPO);
- The deemed acquisition of the 99wuxian.com business under IFRS3 (Note 4);
- The issue of the Minimum Subscription of 33,750,000 CDI's at an issue price of A\$0.40 per CDI to raise

A\$13,500,000, before costs of the issue;

- Total costs of A\$2,062,886 expected to be incurred, allocated partly to equity and partly to accumulated losses, in connection with the preparation of this Prospectus and the raising of the Minimum Subscription; and
- The exchange rate used to translate RMB into \$A for the pro-forma transactions is the same as disclosed in Note 1.

Note 3 Pro-forma extract with Maximum Subscription

The unaudited pro-forma Statement of Financial Position presented in the table on page 82 has been derived from the figures extracted from the Statement of Financial Position as at 31 May 2013 converted to \$A in column 1 and adjusted for the following transactions as if they had occurred at 31 May 2013:

- An initial payment of approximately A\$3,376,600 (RMB20,000,000) under the Handpay Services Agreement (which is due to be paid prior to 31 July 2013);
- The second and final payment of approximately A\$5,064,900 (RMB 30,000,000) under the Handpay Services Agreement (required to be paid by 31 December 2013, and which will be paid from the proceeds of the IPO);
- The deemed acquisition of the 99wuxian.com business under IFRS3 (Note 4);
- The issue of the Maximum Subscription of 50,000,000 CDI's at an issue price of A\$0.40 per CDI to raise A\$20,000,000, before costs of the issue;
- Total costs of A\$2,520,291

expected to be incurred, allocated partly to equity and partly to accumulated losses, in connection with the preparation of this Prospectus and the raising of the Maximum Subscription; and

- The exchange rate used to translate RMB into \$A for the pro-forma transactions is the same as disclosed in Note 1.

Note 4 Intangible assets

Under the Handpay Services Agreement 99wuxian will obtain operational control of the 99wuxian.com business as it will be responsible for daily management, operation, maintenance and financing of the business. Although 99wuxian will not legally own certain assets of the 99wuxian.com business, compliance with IFRS 3 requires the Pro-forma Statements of Financial Position to be prepared on the basis that 99wuxian has acquired the 99wuxian.com business assets.

In accordance with IFRS 3, the Pro-forma Statement of Financial Position includes the following provisional amounts for the assets and liabilities of 99wuxian.com deemed acquired:

	\$A
Intangible assets	
Identifiable assets	5,909,050
Goodwill	4,009,713
	9,918,763
Deferred tax liabilities	(1,477,263)
Purchase consideration - cash	8,441,500

The identifiable assets deemed acquired include the 99wuxian.com web site, the software for the business platform, intellectual property

and trade marks.

Following the acquisition of control of 99wuxian.com, 99wuxian will, in accordance with IFRS 3, complete the identification and measurement of the fair values of identifiable assets and liabilities deemed acquired. This may result in amendments to the above provisional amounts.

Acquisition related costs of \$30,000 are expensed and included in accumulated losses.

Historical financial information

The historical financial information has been extracted from the unaudited financial statements of 99wuxian for the period from 7 May 2013 (date of incorporation) to 31 May 2013, which have been reviewed by BDO Corporate Finance (QLD) Ltd, as part of their role as Investigating Accountant. The extract from the historical financial information set out on the following pages comprises:

- A Statement of Comprehensive Income of 99wuxian for the period from 7 May 2013 to 31 May 2013;
- A Statement of Financial Position of 99wuxian as at 31 May 2013; and
- Selected notes to the above Statements.

The historical financial information has been prepared on the basis detailed, and in accordance with the significant accounting policies set out in Note 2.

The following extracts from the 2013 unaudited financial statements are prepared and presented in RMB. They have also been presented in \$A for ease of reference only. The exchange rate used to translate RMB into A\$ is A\$1 = RMB5.923, the average closing rate on 31 May 2013.

Statement of Comprehensive Income

For the period from 7 May 2013 (date of incorporation) to 31 May 2013

	A\$	RMB
Revenue	Nil	Nil
Cost of services	Nil	Nil
Gross Profit	Nil	Nil
Other revenue	2	11
Total revenue	2	11
Other expenses	(20,452)	(121,137)
Loss before taxation	(20,450)	(121,126)
Income tax	Nil	Nil
Loss for the period attributable to owners of 99wuxian	(20,450)	(121,126)
Other comprehensive income for the period	Nil	Nil
Total comprehensive loss attributable to owners of 99wuxian	(20,450)	(121,126)

Statement of Financial Position

as at 31 May 2013

	A\$	RMB
Current assets		
Trade and other receivables	79,958	473,599
Cash and bank balances	6,737,135	39,904,848
	6,817,093	40,378,447
Current liabilities		
Other payables	Nil	Nil
Net current assets	6,817,093	40,378,447
Net assets	6,817,093	40,378,447
Capital and reserves		
Share capital	130,954	775,658
Accumulated losses	(20,450)	(121,126)
Share premium reserve	6,706,589	39,723,915
Total equity attributable to owners of 99wuxian	6,817,093	40,378,447

99 Wuxian Limited

Notes to the financial information

for the period from 7 May 2013 (date of incorporation) to 31 May 2013

Note 1 – General information

99 Wuxian Limited (99wuxian) is a limited liability company domiciled and incorporated in Hong Kong. The address of its registered office and principal place of business is 27/F Alexandra house, 18 Chater Road, Central Hong Kong.

99wuxian is an investment holding company. It is in the process of forming subsidiary companies in the People's Republic of China (the PRC) to manage the business operations of 99wuxian.com.

Note 2 – Summary of significant accounting policies

Statement of compliance

The historical financial information contained in the unaudited accounts for the period from 7 May 2013 to 31 May 2013 is incorporated by reference into this Prospectus, a copy of which may be obtained from the 99wuxian web site, or by contacting the Offer Information Line. The accounting policies adopted by 99wuxian comply with International Financial Reporting Standards (IFRS).

The extracts from the historical financial information, and the pro-forma Financial Information contained in this section have been prepared in accordance with regard to the measurement and recognition criteria of IFRS but do not comply in all respects with IFRS. The extracts from the historical financial statements are presented in an abbreviated form insofar as they do not include all the disclosures and notes required in an annual financial report prepared in accordance with International Financial Reporting Standards, Corporations Act 2001 and the Hong Kong Companies Ordinance.

Translation of foreign currency

Foreign currency transactions during the period are translated into RMB, the functional currency, at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities measured in terms of historical cost in foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown as a deduction, net of tax, from the proceeds of the issue.

Proceeds recognised on issue of ordinary shares are allocated to share capital at par value with any amount above par value allocated to share premium reserve.

Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued. The consideration transferred also includes the fair value of any asset or liability result-

ing from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the entity recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred and the amount of any non-controlling interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

Note 3– Share capital

	Note	Number of ordinary shares of HK\$1 per share	Number of ordinary shares of HK\$0.001 per share	RMB
Authorised				
Upon incorporation	(a)	10,000	-	7,962
Share subdivision	(b)	(10,000)	10,000,000	-
Increase in authorised share capital	(c)	-	1,790,000,000	1,425,198
At 31 May 2013		-	1,800,000 000	1,433,160
Issued and fully paid:				
Upon incorporation	(a)	1	-	1
Share subdivision	(b)	(1)	1,000	-
Issuance of founder shares	(d)	-	919,999,000	732,103
Placing of shares	(e)	-	54,569,500	43,554
At 31 May 2013		-	974,569,500	775,658

- (a) 99wuxian was incorporated on 7 May 2013 with an authorised share capital of 10,000 ordinary shares of HKD1.00 each. 1 ordinary share was taken up by the subscriber at par upon incorporation as the initial capital of 99wuxian.
- (b) Pursuant to a written resolution passed by all the shareholders of 99wuxian on 28 May 2013, the authorised share capital comprising 10,000 ordinary shares of HKD1 each was subdivided into 10,000,000 ordinary shares of HKD0.001 each.
- (c) Pursuant to a written resolution passed by all the shareholders of 99wuxian on 28 May 2013, the authorised share capital of 99wuxian was increased from HKD10,000 to HKD1,800,000 by the creation of 1,790,000,000 ordinary shares of HKD0.001 each.

- (d) On 29 and 30 May 2013, 99wuxian allotted and issued 919,999,000 ordinary shares at par value of HKD0.001 for a total cash consideration of HKD919,999 as additional capital of 99wuxian. All the 919,999,000 ordinary shares were fully paid up upon allotment.
- (e) On 31 May 2013, 99wuxian issued 54,569,500 ordinary shares with a par value of HKD0.001 per share at a price of A\$0.13 (HKD1.04). The difference between the par value of HKD0.001 per share and the amount received was credited to the share premium reserve.

Note 4 – Reserves

The reserve consists of share premiums which represent the difference between the par value of the 99wuxian shares issued and proceeds received from the issuance of the shares of 99wuxian.

The application of the share premium account is governed by section 48B of the Hong Kong Companies Ordinance.

Note 5 – Events after the end of the reporting period (material to the Prospectus)

In July 2013 the Company entered into the Handpay Services Agreement. The key terms of the Handpay Services Agreement are outlined on page 38 under “Material Contracts”.

Handpay historical financial information

99wuxian.com is a component of the business of Handpay.

Following the launch by Handpay of the 99wuxian.com platform, Handpay separated in its financial records revenue generated by 99wuxian.com from revenue generated by Handpay's other core activities. Handpay did not, however, separate expenses attributable to 99wuxian.com from other expenses of Handpay. Consequently, 99wuxian is unable to produce separate accounts for 99wuxian.com.

Notwithstanding the fact that 99wuxian.com is only a component of the business of Handpay and that 99wuxian is unable to produce separate accounts for 99wuxian.com, the financial statements for Handpay have been provided.

Investors should be aware that the financial statements of Handpay relate to the entire business of Handpay, which involves other business segments in addition to 99wuxian.com. The financial statements of Handpay cannot be used to measure the financial

performance of 99wuxian.com. As such potential investors in 99wuxian should not rely on the historical accounts of Handpay as a guide to future performance of 99wuxian, as the accounts of Handpay include income and expenses that are unrelated to the operations of the 99wuxian.com platform.

The statement of income and expenditure of Handpay includes revenue and expenses from all of its activities, including activities of 99wuxian.com. The statement of financial position of Handpay includes all assets and liabilities of all Handpay's operations, including 99wuxian.com.

Given that 99wuxian is unable to produce separate accounts for 99wuxian.com, investors should be aware that although the Handpay Services Agreement gives 99wuxian all rights to the net profit, both present and future, derived from the 99wuxian.com, minus the ongoing service fee of 10%, there is no history of 99wuxian.com making a profit. Refer to "Handpay Services Agreement" on page 35.

In order to present the financial information of Handpay in a clear, concise and effective manner, the financial information for Handpay is extracted from the audited accounts of Handpay for the year ended 31 December 2012, with comparative figures for the year ended 31 December 2011. Those accounts were prepared in the functional currency of Handpay, which is RMB. The historical information of Handpay has been converted to A\$ at the rate applicable at 31 December 2012 (the date required by IFRS), which was A\$1.00=RMB 6.4687.

Investorlink Corporate Limited, the Advisor, reviewed the 2012 accounts of Handpay in order to provide the extracts from the accounts, and note the following:

- The Handpay accounts for the year ended 31 December 2012 were audited by Shanghai HDDY Certified Public Accountants Co., Ltd and an unqualified audit report was issued; and
- A summary of the key accounting policy notes is provided on page 90.

Shanghai Handpay Information & Technology Co., Ltd

Statement of Income and Expenditure for the year ended 31 December 2012

	2012 A\$	2011 A\$
Sales and services income (net of revenue tax)	13,466,659	3,364,322
Other income	536,475	3,871
Total income	14,003,134	3,368,193
Operating	6,333,739	772,306
Administration	4,782,324	2,493,654
Sales and marketing	2,672,877	1,603,464
Finance	4,365	(28,377)
Other	0	212
Total expenses	13,793,305	4,841,259
Operating profit before tax	209,829	(1,473,066)
Income tax	52,457	
Operating profit after tax	157,372	(1,473,066)

Shanghai Handpay Information & Technology Co., Ltd

Statement of Financial position as at 31 December 2012

	2012 A\$	2011 A\$
Non-current assets		
Property, plant & equipment	563,704	484,722
Intangible assets	81,794	96,971
Project development	1,911,866	1,744,026
Long-term deferred expenses	636,127	46,057
	3,193,491	2,371,776
Current assets		
Bank account	4,099,770	5,445,913
Prepayments	1,473,108	651,206
Debtors	7,665,640	2,155,077
Deposits and other receivables	1,476,516	2,479,388
Inventories	944,145	779,839
	15,659,179	11,511,423
Current liabilities		
Payments received in advance	13,933	379
Trade creditors	1,132,275	1,046,705
Salaries and wages payable	1,245	(4,752)
Taxes and government fees payable	(78,496)	(43,705)
Other payables	1,658,629	781,624
Unsecured loan	3,864,764	
	6,592,350	1,780,251
Net current assets	9,066,829	9,731,172
Net assets	12,260,320	12,102,948
Capital and reserves		
Share capital	22,570,223	22,570,223
Capital reserve	172,059	172,059
Accumulated losses	(10,481,962)	(10,639,334)
Total equity attributable to owners of Handpay	12,260,320	12,102,948

Shanghai Handpay Information & Technology Co., Ltd

Extract from notes to the financial information for the year ended 31 December 2012

Note 1 – Company background and activities

Shanghai Handpay Information & Technology Co., Ltd was established on 24 January 2006, and holds Business Licence no 310103000170071 (Luwan). The business term is 20 years and the Company has approved business scopes consistent with the business conducted.

Note 2 – Main accounting policies and accounting estimates

Principle accounting policies

The Company accounts comply with all applicable Accounting Standards, Accounting Systems for Enterprises and supplementary regulations in the PRC.

Currency and conversions

The recording currency is RMB. Foreign currency monetary items and liabilities are translated at the spot exchange rate at balance sheet date. The exchange difference arising from foreign currency exchange is transferred to profit or loss in the current period.

Fixed assets and depreciation

Fixed assets are recorded at the actual cost on acquisition. Depreciation of fixed assets is provided for on a straight-line basis over the period of expected useful life.

Long-term deferred expenses

Long-term deferred expenses are amortised over the respective beneficial life.

Recognition of income

Revenue from sales of goods is recognised when main risk and income related to the ownership of commodities is transferred. Revenue from services rendered is recognised on completion if the services start and complete within the same fiscal year. If the services is start and complete in different accounting years and the result of service transaction can be estimated reliably, the labour income is recognised on the percentage of completion method at the balance sheet date.

Income tax

Income tax is calculated on the taxes payable method.

Investigating Accountant's Report



The Directors
99 Wuxian Limited
27F, Alexandra House
18 Charter Road
Central, Hong Kong SAR

22 July 2013

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT

1. Introduction

BDO Corporate Finance (QLD) Ltd ('BDO CFQ') has been engaged by 99 Wuxian Limited ('99wuxian' or 'the Company') to prepare this Investigating Accountant's Report ('this Report') in relation to certain financial information of the Company for inclusion in a prospectus ('the Prospectus'). The Prospectus will offer a maximum of 50,000,000 CHESS Depositary Interests at A\$0.40 per CHESS Depositary Interest to raise a maximum of A\$20,000,000 with a Minimum Subscription of 33,750,000 CHESS Depositary Interests at an issue price of A\$0.40 each to raise a minimum of A\$13,500,000 ('the Offer').

The Company has entered into an agreement with Shanghai Handpay Information & Technology Co., Ltd ('Handpay') under which the Company will obtain control of the management, operation, maintenance and financing of Handpay's online shopping mall, referred to as '99wuxian.com'.

Unless stated otherwise in this Report, expressions defined in the Prospectus have the same meaning in this Report.

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the financial information to which it relates for any purpose other than that for which it was prepared.

2. Scope

Financial Information

This Report relates to the following financial information as set out on pages 81 to 86 of the Prospectus:

- the unaudited historical Statement of Comprehensive Income of 99wuxian for the period from 7 May 2013 to 31 May 2013;
- the unaudited historical Statement of Financial Position of 99wuxian as at 31 May 2013;
- the unaudited pro-forma Statements of Financial Position as at 31 May 2013;
- the unaudited historical revenue earned by Handpay from 99wuxian.com from 1 May 2011 to 31 March 2013; and
- the notes to the financial information,
together referred to as the 'IAR Financial Information'.

The IAR Financial Information is presented in an abbreviated form in the Prospectus insofar as it does not include all of the disclosures required by the International Financial Reporting Standards ('IFRS').

Scope of Review of the IAR Financial Information

The IAR Financial Information set out on pages 81 to 86 of the Prospectus, other than the historical revenue earned by Handpay, has been derived from the unaudited financial statements of 99wuxian for the period ended 31 May 2013. The historical revenue earned by Handpay has been derived from Handpay's accounting records. The IAR Financial Information incorporates pro forma adjustments which the Directors of the Company consider necessary to present the IAR Financial Information on an appropriate basis.

We have conducted our review of the IAR Financial Information in accordance with Australian Auditing Standards applicable to review engagements. We have made such enquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances, including:

- An analytical review of the financial performance and financial position of 99wuxian for the relevant historical period;
- An analytical review of the revenue of 99wuxian.com for the relevant historical period;
- A review of 99wuxian's work papers, accounting records and other documents;
- A review of 99wuxian.com's work papers, accounting records and other documents relating to revenue;
- A review of the pro forma adjustments made to the IAR Financial Information;
- A comparison of consistency in application of the recognition and measurement principles under IFRS and the accounting policies adopted by 99wuxian which are disclosed on pages 85 to 86 of the Prospectus; and
- Enquiry of Directors, management and others in relation to the IAR Financial Information.

A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion on the IAR Financial Information.

3. Directors' Responsibility

The Directors of 99wuxian are responsible for the preparation and presentation of the IAR Financial Information, including selecting the pro forma adjustments and the applicable accounting policies. This responsibility includes establishing and maintaining internal controls relevant to the preparation of the IAR Financial Information that is free from material misstatement, whether due to fraud or error.

4. Review Statement

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that:

- the historical IAR Financial Information does not present fairly:
 - the historical revenue earned by Handpay from 99wuxian.com from 1 May 2011 to 31 March 2013;
 - the historical Statement of Comprehensive Income of 99wuxian for the period from 7 May 2013 to 31 May 2013; and

- the historical Statement of Financial Position as at 31 May 2013

in accordance with the measurement and recognition requirements (but not all of the presentation and disclosure requirements) of IFRS;

- the pro forma adjustments do not provide a reasonable basis for the pro forma IAR Financial Information; and
- the pro forma Consolidated Statement of Financial Position as at 31 May 2013 is not prepared in accordance with the pro forma adjustments disclosed in Notes 2 to 4 and the measurement and recognition requirements (but not all the presentation and disclosure requirements) of IFRS as if the pro forma adjustments had occurred on 31 May 2013.

5. Subsequent Events

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no material transaction or event outside of the ordinary business of 99wuxian not described in the Prospectus, has come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

6. Independence

BDO CFQ is a member of BDO International Ltd. BDO CFQ does not have any interest in the outcome of the Prospectus other than in connection with the preparation of this Report for which professional fees will be received. From time to time, BDO CFQ provides 99wuxian with certain other professional services for which normal professional fees are received.

7. General Advice Warning

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

BDO CFQ has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO CFQ has not authorised the issue of the Prospectus. Accordingly, BDO CFQ makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus.

8. Financial Services Guide

Our Financial Services Guide follows this Report. This guide is designed to assist retail clients in their use of any general financial product advice in our Report.

Yours faithfully

BDO Corporate Finance (QLD) Ltd



David Krause
Director

Financial Services Guide

The Financial Services Guide ('FSG') is provided to comply with the legal requirements imposed by the Corporations Act 2001 and includes important information regarding the general financial product advice contained in this report ('this Report'). The FSG also includes general information about BDO Corporate Finance (QLD) Ltd ('BDO CFQ' or 'we', 'us' or 'our'), including the financial services we are authorised to provide, our remuneration and our dispute resolution.

BDO CFQ holds an Australian Financial Services Licence to provide the following services:

- a) financial product advice in relation to deposit and payment products (limited to basic deposit products and deposit products other than basic deposit products), securities, derivatives, managed investments schemes, superannuation, and government debentures, stocks and bonds; and
- b) arranging to deal in financial products mentioned in a) above, with the exception of derivatives.

General Financial Product Advice

This Report sets out what is described as general financial product advice. This Report does not consider personal objectives, individual financial position or needs, and therefore does not represent personal financial product advice. Consequently any person using this Report must consider their own objectives, financial situation and needs. They may wish to obtain professional advice to assist in this assessment.

The Assignment

BDO Corporate Finance (QLD) Ltd ABN 54 010 185 725, Australian Financial Services Licence No. 245513 has been engaged by 99 Wuxian Limited ('99wuxian' or 'the Company') to prepare an Investigating Accountant's Report ('this Report') in relation to certain IAR Financial Information of the Company for inclusion in a prospectus ('the Prospectus'). The Prospectus will offer a maximum of 50,000,000 CHESS Depositary Interests at A\$0.40 per CHESS Depositary Interest to raise a maximum of A\$20,000,000 with a Minimum Subscription of 33,750,000 CHESS Depositary Interests at an issue price of A\$0.40 each to raise a minimum of A\$13,500,000 ('the Offer').

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in the Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs. Potential investors should obtain their own professional advice in relation to their own circumstances.

Fees, commissions and other benefits we may receive

We charge a fee for providing reports. The fees are negotiated with the party who engages us to provide a report. We estimate the fee for the preparation of this Report will be approximately \$60,000 plus GST. Fees are usually charged as a fixed amount or on an hourly basis depending on the terms of the agreement with the engaging party. Our fees for this Report are not contingent on the outcome of the proposed listing of the Company.

Except for the fees referred to above, neither BDO CFQ, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of this Report.

Directors of BDO CFQ may receive a share in the profits of BDO Group Holdings (QLD) Pty Ltd, a parent entity of BDO CFQ. All directors and employees of BDO Group Holdings (QLD) Pty Ltd and its subsidiaries (including BDO CFQ) are entitled to receive a salary. Where a director of BDO CFQ is a shareholder of BDO Group Holdings (QLD) Pty Ltd, the person is entitled to share in the profits of BDO Group Holdings (QLD) Pty Ltd.

Associations and relationships

From time to time BDO CFQ or its related entities may provide professional services to issuers of financial products in the ordinary course of its business. These services may include audit, tax and business advisory services. BDO CFQ has not provided services to 99wuxian in the previous two years. The signatory to the Report does not hold any shares in 99wuxian and no such shares have ever been held by the signatory.

Complaints

We are members of the Financial Ombudsman Service. Any complaint about our service should be in writing and sent to BDO Corporate Finance (QLD) Ltd, GPO Box 457, Brisbane QLD 4001.

We will endeavour to resolve the complaint quickly and fairly. If the complaint cannot be satisfactorily resolved within 45 days of written notification, there is a right to lodge a complaint with the Financial Ombudsman Service. They can be contacted on 1300 780 808. This service is provided free of charge.

If the complaint involves ethical conduct, a complaint may be lodged in writing with the Institute of Chartered Accountants, Queensland Branch, GPO Box 2054, Brisbane QLD 4001. The Australian Securities and Investment Commission ('ASIC') also has an Infoline on 1300 300 630 which can be used to make a complaint and obtain information about investor rights.

Contact Details

BDO Corporate Finance (QLD) Ltd

Location Address	Postal Address
Level 6 10 Eagle Street BRISBANE QLD 4000 Phone: (07) 3237 5999 Fax: (07) 3221 9227	GPO Box 457 BRISBANE QLD 4001 Email: cf.brisbane@bdo.com.au

Additional information



CHESS Depositary Interests (CDIs)

In order for 99wuxian's Shares to trade electronically on ASX, 99wuxian intends to participate in the electronic transfer system known as CHESS operated by ASX Settlement.

CHESS cannot be directly used for the transfer of securities of companies domiciled in certain foreign jurisdictions, such as Hong Kong. Accordingly, to enable 99wuxian's Shares to be cleared and settled electronically through CHESS, 99wuxian intends to issue depositary interests called CHESS Depositary Interests or CDIs.

CDIs confer the beneficial ownership in foreign securities such as the Shares on the CDI holder, with the legal title to such Shares being held by an Australian depositary entity. 99wuxian will appoint CDN, a subsidiary of ASX, to act as its Australian depositary. Accordingly, by completing an Application Form, an Applicant will apply for Shares to be issued to CDN, which will in turn issue CDIs to the Applicant.

Each CDI holder will receive a holding statement which sets out the number of CDIs held by the CDI holder and the reference number of the holding. These holding statements will be provided to a holder when a holding is first established and where there is a change in the holdings of CDIs.

99wuxian will operate a certificated principal register of Shares in Hong Kong, branch register of Shares in Australia, an uncertificated issuer sponsored sub-register of CDIs and an uncertificated CHESS sub-register of CDIs in Australia.

99wuxian's branch register of Shares in Australia, uncertificated issuer sponsored sub-register of CDIs and uncertificated CHESS sub-register of CDIs will be main-

tained by Computershare Investor Services Pty Limited. The branch register is the register of legal title (and will reflect legal ownership by CDN of the Shares underlying the CDIs with the shares held by CDN recorded on the branch register of Shares in Australia). The two uncertificated sub-registers of CDIs combined will make up the register of beneficial title.

A summary of the rights and entitlements of CDI holders in 99wuxian and CDI holders generally is set out below.

Further information about CDIs is available from ASX, any stockbroker or 99wuxian's Share Registry.

CDI : Share ratio

Each CDI will represent an interest in one (1) Share.

Voting

If holders of CDIs wish to attend and vote at 99wuxian's general meetings, they will be able to do so. Under the Listing Rules, 99wuxian as an issuer of CDIs must allow CDI holders to attend any meeting of the holders of Shares unless relevant Hong Kong law at the time of the meeting prevents CDI holders from attending those meetings.

In order to vote at such meetings, CDI holders have the following options:

- instructing CDN, as the legal owner, to vote the Shares underlying their CDIs in a particular manner. A voting instruction form will be sent to CDI holders with the notice of meeting or proxy statement for the meeting and this must be completed and returned to 99wuxian's Share Registry prior to the meeting;
- informing 99wuxian that they wish to nominate themselves

or another person to be appointed as CDN's proxy with respect to their Shares underlying the CDIs for the purposes of attending and voting at the general meeting; or

- converting their CDIs into a holding of Shares and voting these at the meeting (however, if thereafter the former CDI holder wishes to sell their investment on ASX it would be necessary to convert the Shares back to CDIs). In order to vote in person, the conversion must be completed prior to the record date for the meeting. See below for further information regarding the conversion process.

As holders of CDIs will not appear on 99wuxian's share register as the legal holders of the Shares, they will not be entitled to vote at Shareholder meetings unless one of the above steps is undertaken. Proxy forms, CDI voting instruction forms and details of these alternatives will be included in each notice of meeting sent to CDI holders by 99wuxian.

Converting from a CDI holding to a direct holding of Shares on the Hong Kong principal register

CDI holders who wish to convert their ASX listed CDIs to Shares to be held on the Hong Kong principal register can do so by instructing 99wuxian's Share Registry either:

- directly in the case of CDIs on the issuer sponsored sub-register operated by 99wuxian. CDI holders will be provided with a "CDI Cancellation Request" for completion and return to 99wuxian's Share Registry; or
- through their sponsoring participant (usually their broker) in the case of CDIs which are sponsored on the CHESS

sub-register. In this case, the sponsoring broker will arrange for completion of the relevant form and its return to 99wuxian's Share Registry.

99wuxian's Share Registry will then arrange for the Shares to be transferred from CDN into the name of that holder and instruct the Company Secretary to issue a new share certificate on the Hong Kong principal register. This will cause the Shares to be registered in the name of the holder on 99wuxian's principal share register and trading on ASX will no longer be possible. The Shares are not and will not in the near future be quoted on any market in Hong Kong. Any Shares so issued will bear restrictive details in accordance with Hong Kong law. CDIs cancelled from the Australian register will be placed onto the principal Hong Kong register as per the details of the registered CDIs.

99wuxian's Share Registry will not charge an individual security holder a fee for transferring CDI holdings into Shares held on the Hong Kong principal register. It is expected that this process will be completed within two days, provided that the Share Registry is in receipt of a duly completed and valid "notice of transmutation" pursuant to the ASX Settlement Operating Rules. However, no guarantee can be given about the time required for this conversion to take place.

If holders of the Shares wish to convert their holdings to CDIs, they can do so by contacting 99wuxian's Share Registry. 99wuxian's Share Registry will not charge a fee to a holder of Shares seeking to convert the Shares to CDIs (although a fee will be payable by 99wuxian).

Communication with CDI holders

CDI holders will receive all notices and company announcements (such as annual reports) that

Shareholders are entitled to receive from 99wuxian.

Dividends and other Shareholder entitlements

The ASX Settlement Operating Rules have the force of law by virtue of the Corporations Act. These rules grant CDI holders the right to receive any dividends and other entitlements which attach to the Shares. Despite legal title to the Shares being vested in CDN, the ASX Settlement Operating Rules provide that CDI holders are to receive all direct economic benefits and other entitlements in relation to the underlying Shares (such as the right to receive the same dividends and entitlement to participate in rights issues and bonus issues).

Local and international trading in CDIs

CDI holders who wish to trade their CDIs will be transferring the beneficial interest in the Shares rather than the legal title. The transfer will be settled electronically by delivery of the relevant CDI holdings through CHESS. In other respects, trading in CDIs is essentially the same as trading in other CHESS approved securities, such as shares in an Australian company.

Takeovers

If a takeover bid or similar transaction is made in relation to the Shares of which CDN is the registered holder, under the ASX Settlement Operating Rules, CDN must not accept the offer made under the takeover bid except to the extent that acceptance is authorised by the relevant CDI holder.

Rights on liquidation or winding up

In the event of 99wuxian's liquidation, dissolution or winding up, a CDI holder will be entitled to the same economic benefit on their CDIs as Shareholders.

Fees

A CDI holder will not incur any additional ASX or ASX Settlement fees or charges as a result of holding CDIs rather than Shares.

Further information

For further information in relation to CDIs and the matters referred to above, please refer to the ASX website www.asx.com.au or contact your stockbroker or 99wuxian's Share Registry at the details provided below:

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford VIC 3067, Melbourne, Australia

GPO Box 2115
Melbourne VIC 3001
Australia

1300 096 027 or 03 9415 4163
(from within Australia)
+61 3 9415 4163 (from outside of Australia)

Dividend policy

The payment and amount of any potential future dividends declared by 99wuxian are subject to the discretion of the Directors and will depend upon, among other things, 99wuxian's earnings, financial position, tax position and capital requirements.

99wuxian will declare any dividends in RMB as it is our main functional currency. 99wuxian will pay any dividends in RMB or A\$ depending on the country of residence of the shareholder. If the shareholders in Australia wish to receive dividends in RMB they must complete an appropriate election form and return it to 99wuxian's Share Registry, no later than the close of business on the dividend record date.

Memorandum and Articles of Association, Hong Kong laws and rights attaching to Shares

Incorporation in Hong Kong

99wuxian was incorporated in Hong Kong on 7 May 2013 and became registered as a Hong Kong public company on 29 May 2013.

Registration as a foreign company

99wuxian registered as a foreign company in Australia on 19 July 2013 under Division 2 of Chapter 5B.2 of the Corporations Act. Investorlink Corporate Limited has been appointed as the local agent of 99wuxian under section 601CF and 601CG of the Corporations Act. Ross Benson is a director of Investorlink Corporate Limited and is also a director of 99wuxian.

Rights attaching to Shares

99wuxian is subject to, and the rights attaching to ownership of the Shares arise from a combination of:

- the provisions of 99wuxian's Memorandum and Articles of Association (its constituent document);
- the Hong Kong Companies Ordinance, which is the principal legislation regulating companies in Hong Kong; and
- on listing on the ASX, the ASX Listing Rules.

99wuxian's Memorandum and Articles of Association were repealed and replaced on 29 May 2013 to take into account 99wuxian becoming a public company and the requirements of being listed on the ASX. Accordingly, the provisions required under the ASX Listing Rules for constitutions are included in 99wuxian's Memorandum and Articles of Association. In sum-

mary, despite anything contained in 99wuxian's Memorandum and Articles of Association, the provisions of the ASX Listing Rules are deemed to be incorporated and the ASX Listing Rules prevail to the extent of any inconsistency.

Summary of applicable Hong Kong company law

Set out below is a brief summary of certain provisions of the Hong Kong Companies Ordinance. The principal objective is to provide an overview of the Hong Kong Companies Ordinance. This does not purport to contain all applicable qualifications and exceptions or to be a review of all matters relating to the Hong Kong Companies Ordinance. As the information contained below is in summary form, it does not contain details of all the information that may be important to you.

• **Voting**

Any member of a company who is entitled to attend and vote at a meeting is entitled to appoint another person whether a member or not, as his proxy to attend and vote instead of him. The proxy also has the same right to speak at the meeting as the member who appoints him.

The company's articles of association may provide that at any general meeting, a resolution put to the vote of the meeting is decided on a show of hands unless a poll is demanded before or on the declaration of the result. On a show of hands, every member present in person has one vote irrespective of the number of shares he holds.

• **Share capital and issue of shares**

Shares must have a stated nominal value and "no par value" shares are not permitted. Share capital may be divided into different types or classes of shares such as ordinary, preference or deferred shares

with special rights attached to them as prescribed by the company's articles of association.

The company's memorandum must state the authorised share capital, which is the amount of share capital with which it proposed to be registered and its division into shares of a fixed amount. The issued capital is the sum equal to the nominal value of all the shares which the company has actually issued.

• **Membership**

To become a member of a company, a person must have the capacity to contract with the company. Capacity is governed by the general law of contract. A subsidiary company is prohibited from being a member of its holding company, and any allotment or transfer of shares in a holding company to its subsidiary is void.

• **Transfer of shares**

Shares are freely transferrable unless the company's articles of association impose restrictions on their transfer. The actual transfer of the shares must be effected by a 'proper instrument of transfer'. Stamp duty is required to be paid. The instrument of transfer and the contract note must be submitted for stamping. When the transfer is registered and the buyer's name is entered on the register of members, he will be the legal owner of the shares.

- **Meetings and notice**

Every company is required to hold a general meeting as its annual general meeting each calendar year. However, it may be conducted by shareholders' written resolution provided that copies of all the documents which would have been laid before the company at that meeting are provided to each member.

An extraordinary general meeting may be convened at the request of directors, members, auditors, liquidators, the official receiver or by the court.

The Hong Kong Companies Ordinance provides that the length of notice for calling an annual general meeting and a meeting for the passing of a special resolution shall not be less than 21 days' notice in writing. In the case of a meeting which is neither an annual general meeting nor a meeting for the passing of a special resolution, the length of notice shall not be less than 14 days' notice in writing.

- **Appointment of proxy**

The Hong Kong Companies Ordinance provides that any member of a company entitled to attend and vote at a meeting of the company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him, and a proxy so appointed shall also have the same right as the member to speak at the meeting. A proxy can only vote on a poll, unless the articles of association of a company also allow a proxy to vote on a show of hands. Types of transactions that require shareholder approval

- **Shareholder approval**

The Hong Kong Companies Ordinance provides that, among other matters, the undertaking of the following matters by a company shall be subject to, among other things, shareholders' approval:

- (i) alternation of the memorandum of association and/or articles of association of a company;
- (ii) change of name of a company;
- (iii) a company repurchasing its own shares;
- (iv) issuance of shares at a discount to the nominal value of the shares of a company;
- (v) alteration of the share capital of a company by way of increasing its share capital, consolidating and dividing all or any of its share capital, converting all or any of its paid-up shares into stock and re-converting that stock into paid-up shares; subdividing its shares into share of smaller amount; or cancelling shares;
- (vi) allotment of shares on a non pro-rata basis;
- (vii) reduction of share capital;
- (viii) variation of rights of shareholders that are attached to a particular class of shares of a company;
- (ix) extend the period on which the register of members of a company is closed to a period beyond 30 days;
- (x) appointment, replacement or removal of an auditor of a company;
- (xi) removal of a director before the expiration of his period of office by a company;
- (xii) voluntary winding up of a company;
- (xiii) appointment, removal or replacement of a liquidator; and
- (xiv) declaring that a company will become dormant.

- **Purchase of shares and options by a company and its subsidiaries**

The Hong Kong Companies Ordinance provides that, if authorised by its articles, a company may buy back its own shares (including any redeemable shares) provided that it does not result in the company's capital comprising only redeemable shares. The rules which apply when a company buys back its own shares are:

- (i) the shares must be fully paid;
- (ii) the buy-back must generally be financed out of distributable profits or the proceeds of a new issue of shares;
- (iii) the shares bought must be treated as cancelled;
- (iv) the company's issued share capital will be reduced by the nominal value of the shares which are brought;
- (v) the buy-back does not reduce the company's authorised capital; and
- (vi) the company has power to issue shares up to the nominal value of the shares to be bought.

Generally public companies must comply with the Hong Kong Code on Share Repurchases in the event of a share repurchase. Public companies may purchase their own shares:

- (i) in an on-market share repurchase on a recognised stock exchange;
- (ii) in an off-market share repurchase approved by the SFC;
- (iii) in an exempt share repurchase falling under one of several categories; or
- (iv) by way of a general offer.

- **Appointment of directors**

Every public company must have at least two directors. A private company may have just one director. The Hong Kong Companies Ordinance imposes a minimum age of 18 years for a director and generally prohibits a person who is an undischarged bankrupt from acting as a director. The general power to appoint directors is vested in the members acting in general meeting. The articles of association of a company may provide that directors have the power to fill any casual vacancy and to make additional appointments.

- **Takeovers**

The Hong Kong Code on Takeovers and Mergers (the "Takeovers Code") regulates takeovers and mergers in Hong Kong and applies to public companies in Hong Kong. The Takeovers Code provides that when a person, or two or more persons acting in concert collectively:

- (i) acquire 30% or more of the voting rights of a company; or
- (ii) hold not less than 30% but more than 50% of the voting rights of the company and acquires more than

2% of the voting rights of a company from the lowest percentage holding of that person or those persons collectively within a 12 month period,

then a general offer must be made to all other shareholders of the company.

- **Financial assistance to purchase shares in a company or its holding company**

The Hong Kong Companies Ordinance provides that it is generally unlawful for a company or any of its subsidiaries to:

- (i) give any financial assistance for the purpose of a person acquiring the company's shares, whether it is given before or at the time of the acquisition or given directly or indirectly; or
- (ii) reduce or discharge any liability incurred for the purpose of acquiring the company's shares.

- **Dividends and distributions**

The basic principles governing all payments by a company to its members are as follows:

- (i) a company's distributions should not exceed its realised profits; and
- (ii) contributed share capital, including share premiums and the capital redemption reserve, should be returned to members only in certain restricted circumstances.

A company's profits available for distribution are its accumulated realised profits less its accumulated realised losses. Realised profits and losses are defined as those profits or losses which fall to be

treated as realised in accordance with principles generally accepted at the time those accounts are prepared.

- **How are changes in rights attaching to shares regulated**

Where, in the case of a company the share capital of which is divided into different classes of shares, special rights are attached to any such class of shares otherwise than by the memorandum and the articles do not provide for the variation of those rights, the Hong Kong Companies Ordinance provides that the articles shall be deemed to contain provision that such rights shall not be varied except with the consent in writing of the holders of three-fourths in nominal value of the issued shares of the class in question or with the sanction of a special resolution passed at a separate general meeting of the holders of that class.

Where, in the case of a company the share capital of which is divided into different classes of shares, special rights are attached to any such class of shares by the memorandum and the memorandum and articles do not contain provision with respect to the variation of the rights, the Hong Kong Companies Ordinance provides that those rights may be varied if all the members of the company agree to the variation.

- **Protection of minorities (including from oppressive conduct) and the ability for shareholders to requisition a meeting**

The Hong Kong Companies Ordinance provides certain safeguards in an effort to ensure that majority power is not abused. For example:

(i) members who hold 5% of the total paid-up capital that carries voting rights of the company may requisition the directors to call an extraordinary general meeting;

(ii) members who hold 2.5% of the total voting rights may requisition for a resolution to be considered at the company's next annual general meeting or apply to the court to inspect any records of a company;

(iii) a member is entitled to seek relief if the affairs of the company are being conducted in a manner unfairly prejudicial to the members;

(iv) a member is entitled to bring a statutory derivative action, or intervene in, court proceedings in the event of misfeasance; and

(v) a member may petition for the company to be wound up by the court.

- **Rights of a member to bring or intervene in legal proceedings on behalf of the entity**

The law in Hong Kong permits shareholders, with the permission of a court, to start a derivative action on behalf and under the name of a company against directors in breach of their duties.

Hong Kong Companies Ordinance also provides for statutory derivative actions which covers:

- (i) the bringing of proceedings in respect of misfeasance committed against a specified corporation;
- (ii) the bringing of proceedings in respect of any matter

where a specified corporation fails to bring proceedings in respect of such matter by reason of misfeasance committed against the specified corporation; and

(iii) the intervention in proceedings in respect of any matter where a specified corporation fails to diligently continue, discontinue or defend the proceedings in respect of such matter by reason of misfeasance committed against the specified corporation, where in relation to the proceedings brought or intervened in, the cause of action or right to continue, discontinue or defend those proceedings, as the case may be, is vested in the specified corporation and relief, if any, is sought on behalf of the specified corporation.

- **Liquidation rights**

The winding-up of a company may be by the court, or it may be done voluntarily.

The Hong Kong Companies Ordinance provides that a company may be wound up involuntarily:

- (i) where the period fixed by its articles of association for the duration of the company expires, or an event which determines its existence occurs, and the company resolves (by ordinary resolution) to be wound up voluntarily;
- (ii) if the company resolves by special resolution to be wound up voluntarily; and
- (iii) if the company resolves by special resolution that it cannot by reason of its

liabilities continue its business and that it is advisable to wind-up.

The Hong Kong Companies Ordinance provides that a company may be wound up voluntarily:

- (i) where the period fixed by its articles of association for the duration of the company expires, or an event which determines its existence occurs, and the company resolves (by ordinary resolution) to be wound up voluntarily;
- (ii) if the company resolves by special resolution to be wound up voluntarily; and
- (iii) if the company resolves by special resolution that it cannot by reason of its liabilities continue its business and that it is advisable to wind-up.

- **Shareholder liability**

The Hong Kong Companies Ordinance provides that a company may be registered as limited by shares. If shares are paid for in full when they are issued, even if the company is unable to pay its debts and is wound up, the members are not liable to pay those debts as their liability is limited to the nominal value of the shares, which has already been contributed. In the event the shares are unpaid or only partially paid up, the members may be liable to contribute towards paying the company's debts, but their maximum contribution will be the amount of nominal value unpaid on their shares.

- **Accounting and auditing requirements**

Every company is required to keep proper books of account with respect to all sums of money received and expended and the

matters in respect of which the receipt and expenditure take place; all sales and purchases of goods; and the assets and liabilities. The books of account must be kept at the registered office of the company or at such other place as the directors think fit, and shall at all times be open to inspection by the directors.

The Hong Kong Companies Ordinance requires auditors of a company to report to the members on the accounts examined by them and on every balance sheet, profit and loss account, and all group accounts laid before the company in general meeting during the time they hold the office of auditor. The balance sheet and profit and loss account must comply with the requirement of Schedule 10 of the Hong Kong Companies Ordinance.

Every company is required to appoint auditors. Auditors will be appointed at the company's annual general meeting ("AGM") and they are appointed to hold office from the conclusion of that meeting until the conclusion of the next AGM. If the meeting fails to appoint auditors, any member of the company may apply to the court for an appointment.

A person can only be appointed as auditor if he is qualified under the Professional Accountants Ordinance and he is not:

- (i) an officer of the company;
- (ii) a person who is a partner or employee of an officer of the company; and
- (iii) a person disqualified in relation to the company's subsidiary, its holding company (parent undertaking), or a subsidiary of its parent undertaking.

• Management

The general power of managing a company is usually vested in the board of directors which is subject to the Hong Kong Companies Ordinance, the company's memorandum and articles of association, and to any directions given by a special resolution of the shareholders.

Shareholder approval is required for matters concerning:

- (i) the company's constitution;
- (ii) the company's capital;
- (iii) the auditors;
- (iv) the directors; and
- (v) winding-up.

A company's articles of association may specify that certain powers must be exercised by the company in general meeting.

• Alteration of constitution

A company may not alter its memorandum of association except to the extent authorised by the Hong Kong Companies Ordinance. Alterations to the matters which relate to the memorandum of association and which may be effected without re-registering the company include:

- (i) alteration of the company's name;
- (ii) alteration of its objects;
- (iii) alteration of capital, the variation of class rights specified in the memorandum and reduction of capital; and
- (iv) a scheme of arrangement or a reconstruction.

Subject to the Hong Kong Companies Ordinance and the conditions contained in its memorandum of association, a company may by special resolution alter its articles of association. The alterations must not be inconsistent with any special rights attached to a class of shares.

Key differences between Australian and Hong Kong company laws and regulations

As 99wuxian is not established in Australia, its corporate activities (apart from the offering of securities

in Australia) are not regulated by the Corporations Act of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by the Hong Kong Companies Ordinance and the Financial Services and the Treasury Bureau.

Set out below is a table summarising some of the key differences between Australian and Hong Kong company laws and regulations as they apply to 99wuxian.

Australia	Hong Kong
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Takeovers and compulsory acquisitions and substantial holder notices

Takeovers
Chapter 6 of the Corporations Act prohibits the acquisition of a relevant interest in voting shares if, because of that transaction, a person’s voting power in the company increases from under 20% to over 20% or increases from a starting point that is above 20% and below 90%
There are a number of exceptions to the prohibition in Chapter 6, including:

- an acquisition that results from an acceptance of an offer under a takeover bid;
- an acquisition approved by a resolution of the company in which the acquisition is made;
- acquisitions of no more than 3% in every six months;
- an acquisition that results from a rights issue;
- a downstream acquisition resulting from an acquisition of relevant interests in another listed entity; and
- acquisitions resulting from a scheme of arrangement.

Chapter 6B of the Corporations Act sets out the rights and liabilities in relation to Chapter 6 and 6A matters.

Takeovers
The Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”) regulates takeovers and mergers in Hong Kong and applies to public companies in Hong Kong.
The Takeovers Code provides that when a person, or two or more persons acting in concert collectively:

- acquire 30% or more of the voting rights of a company; or
- hold not less than 30% but more than 50% of the voting rights of the company and acquires more than 2% of the voting rights of a company from the lowest percentage holding of that person or persons collectively within a 12 month period, then a general offer must be made to all other shareholders of the company.

Substantial holder notices

Chapter 6C of the Corporations Act sets out disclosure requirements for persons who have or cease to have a substantial holding in a listed company. Notification requirements also apply if the person has a substantial holding and there is a movement of at least 1% in their holding, or the person makes a takeover bid for securities of the company or scheme. A "substantial holding" includes where a person and their associates have a relevant interest in 5% or more of the total number of votes attaching to voting shares in the body.

Compulsory acquisition

Chapter 6A of the Corporations Act sets out the requirements for any compulsory acquisition process. A bidder under a takeover bid may compulsorily acquire any remaining securities in the bid class if during, or at the end of, the offer period, the bidder and their associates have:

- relevant interests in at least 90% (by number) of the securities in the bid class; and
- acquired at least 75% (by number) of the securities that the bidder offered to acquire under the bid.

Substantial holder notices

Part XV of the Hong Kong Securities and Futures Ordinance requires the disclosure by substantial shareholders, directors, shadow directors and chief executives of a listed corporation (collectively "Corporate Insiders") of their interests in the securities of a listed corporation when their interests reach the notifiable percentage level. The notifiable percentage level is an interest in shares of an aggregate nominal value of 5% or more of the relevant shares in the listed corporation.

Section 309(2) of the Hong Kong Securities and Futures Ordinance gives the SFC the power to exempt any listed corporation from all or any of the provisions of Part XV of the Hong Kong Securities and Futures Ordinance, subject to such conditions as it thinks fit. A listed corporation may apply in writing to the SFC for an exemption under Part XV of the Hong Kong Securities and Futures Ordinance and the SFC will take into account of the following matters in deciding whether to grant a full exemption for corporations with a listing in any other jurisdiction:

- the volume of the applicant corporation's worldwide share turnover or the anticipated turnover that takes place on any other stock exchange or securities market;
- the extent to which an applicant corporation's Corporate Insiders are subject to statutory disclosure requirements in any other jurisdiction that are comparable to those existing in Hong Kong; and
- the reasons for the applicant corporation listing in Hong Kong including whether it intends to raise capital or not.

Compulsory Acquisition

Schedule 13 of the Hong Kong Companies Ordinance sets out the right to buy out minority shareholders. If within four months of making an offer to buy shares, a company has acquired 90% in value of the shares, the acquiring company may give notice to the remaining shareholders that it desires to acquire their shares. Provided that notice is given within five months of the original offer, the acquiring company is entitled and bound to acquire those shares on the same terms as the offer.

Related party transactions

Chapter 2E of the Corporations Act covers 'related party benefits' – designed to protect the interests of a company's shareholders as a whole, by requiring shareholder approval before giving financial benefits which could otherwise endanger those interests. The Corporations Act requires, for a public company, that:

- shareholder approval must be obtained before giving a financial benefit to a related party; or
- the benefit must fall within a specified exception.

The most relevant exception provides that:

- where any benefit would be reasonable in the circumstances if the public company and the director/related party were dealing at arm's length and/or on commercial terms; or
- the terms are less favourable to the director/related party than the terms referred to above.

then shareholder approval is not required.

Other exceptions include reasonable remuneration payments to directors, director insurance, and small amounts given to directors/related parties.

'Related party' is defined in the Corporations Act to include:

- a director of the company and any controlling entity;
- spouses;
- parents and children (of both directors and/or spouses);
- an entity controlled by any of the above; and
- any other entity acting in concert with a related party.

The Hong Kong Companies Ordinance provides that companies no matter whether they are public or private cannot directly or indirectly:

- make a loan to a director of the company or of its holding company;
- enter into any guarantee or provide any security in connection with a loan made by any person to a director of the company or its holding company; or
- if any director of the company holds a controlling interest in another company, make a loan to that controlled company, or enter into any guarantee or provide security in connection with a loan made by any person to that controlled company.

The transactions which are exempted from the above prohibitions are as follows:-

- **Ordinary business:** A company may make a loan to a director, or provide a guarantee or security for such a loan, if the ordinary business of that company includes those types of transactions. Such transactions must be entered into in the ordinary course of business and the amount of the transactions must not be greater, and the terms must not be more favourable, than what is reasonable to expect the company to have offered to a person who is unconnected with the company subject to a limit of HKD750,000.
- **Group of companies:** A company that is a member of a group of companies may make a loan to a company that is a member of the same group.
- **Private companies:** A private company which is not a member of a group may enter into any transaction which has been approved by the company in general meeting
- **Funds to meet expenditure:** A company may enter into any transaction to provide any of its directors with funds to meet expenditure incurred by him for the purpose of the company or enabling him properly to perform his duties as an officer of the company provided that such transaction is entered into with the prior approval of the company given at a general meeting at which the purpose of the expenditure and the amount are disclosed.
- **Provision of residential premises:** A company may enter into any transaction for the purpose of facilitating the purchase of the whole or part of any residential premises for use as the only or main residence of a director of the company, or for the purpose of improving such premises.
- **Hire/lease on not more favourable terms:** A company may lease or hire goods or lease land to a director of the company on terms not more favourable than the term it is reasonable to expect the company to have offered, if the goods had been leased or hired, or the land had been leased, on the open market to a person who is unconnected with the company.

Protection of minorities

The Corporations Act has various provisions allowing for application for a court order for oppressive conduct of a company's affairs, allowing for derivative actions and permitting the inspection of a company's books. A winding up may also be sought on just and equitable grounds.

The Hong Kong Companies Ordinance provides certain safeguards in an effort to ensure that majority power is not abused. Any member of the company can apply to the court for an order under the Hong Kong Companies Ordinance on the ground that the affairs of the company are being or have been conducted in a manner which is unfairly prejudicial to the interests of the members generally or of some part of the members. The Hong Kong Companies Ordinance also has a procedure allowing a member of a company to bring a derivative action, or intervene in any proceedings, in the event of misfeasance.

Filing documents / access to information

The Corporations Act requires a corporation to file various documents with ASIC, including its accounts, notification of changes to its constitution and notifications regarding changes to the director, secretary and share capital.

Documents filed with ASIC are available to the public. The Corporations Act also provides for a statutory right to apply to a court for an order permitting the member to inspect the books of a company.

The Hong Kong Companies Ordinance requires a company to file various documents with the Hong Kong Companies Registry including, without limitation; annual returns, notification of change of company secretary and director, notification of increase in nominal capital and return of allotments.

Documents filed with the Hong Kong Companies Registry are available for inspection by the public. The Hong Kong Companies Ordinance also provides a statutory right for the members of the company to apply to the court to inspect any records of a company.

Notice of meetings

The Corporations Act requires at least 28 days' notice of a general meeting of a listed company.

The Hong Kong Companies Ordinance provides that the length of notice for calling an annual general meeting and a meeting for the passing of a special resolution shall not be less than 21 days' notice in writing. In the case of a meeting which is neither an annual general meeting nor a meeting for the passing of a special resolution, the length of notice shall not be less than 14 days' notice in writing.

Removal of directors

The Corporations Act contains various provisions regarding resignation, removal and retirement of directors.

The Corporations Act provides that a director may be removed by resolution at a general meeting, subject to a company receiving at least two months' notice of the intention to move the resolution and the company notifying the relevant director as soon as possible after receiving notice of that intention.

The Hong Kong Companies Ordinance provides that a company may by ordinary resolution remove a director before the expiration of his period of office. If a member requires a general meeting of the company to consider a resolution removing a director, he must give the company special notice of that proposed resolution at least 28 days before the meeting. The company must then give the members notice of the proposed resolution at the same time and in the same manner as it gives notice of the meeting.

The Corporations Act also provide what is termed the 'two-strikes' law which is designed to hold directors accountable for executive salaries and bonuses. It means an entire company board can face re-election if shareholders disagree with how much executives are being paid.

The 'first strike' occurs when a company's remuneration report — which outlines each director's individual salary and bonus — receives a 'no' vote of 25 per cent or more by shareholders at the company's annual general meeting.

The 'second strike' occurs when a company's subsequent remuneration report also receives a 'no' vote of 25 per cent or more.

When a 'second strike' occurs, the shareholders will vote at the same AGM to determine whether all the directors will need to stand for re-election. If this 'spill' resolution passes with 50 per cent or more of eligible votes cast, then a 'spill meeting' will take place within 90 days.

At the spill meeting, those individuals who were directors when the directors' report was considered at the most recent AGM will be required to stand for re-election (other than the managing director, who is permitted to continue to run the company).

There is no equivalent of the 'two-strikes' law in Hong Kong.

Directors' duties

The laws governing directors' duties and responsibilities come from three areas, namely; the common law (judge-made law), statute law, under the Corporations Act and a company's constitution.

Common law duties include:

- Duty to act bona fide (In good faith) in the interests of the company as a whole;
- Duty not to act for an improper purpose;
- Duties of care and Diligence;
- Duty to retain Discretion;
- Duty to avoid conflicts of interest;
- Duty not to disclose confidential information; and
- Duty not to abuse corporate opportunities.

Statutory duties include:

- Duty of care and diligence and the business judgment rule;
- Duty of good faith;
- Duty not to make improper use of position;
- Duty not to make improper use of information;
- Duty not to trade while insolvent;
- Disclosure of material personal interests;
- Financial benefits to related parties of public companies; and
- Financial reporting.

As with Australian law, in general, the duties of directors derive from various sources, including the constitution of the company, case law and statute law (i.e. the Hong Kong Companies Ordinance).

The general principles of directors' fiduciary duties are similar to that in Australia and include:

- duty to act in good faith for the benefit of the company as a whole;
- duty to use powers for a proper purpose for the benefit of members as a whole;
- duty not to delegate powers except with proper authorisation and duty to exercise independent judgment;
- duty to exercise care, skill and diligence;
- duty to avoid conflicts of interest;
- duty not to enter into transactions in which the directors have an interest except in compliance with the requirements of the law;
- duty not to gain advantage from use of position as a director;
- duty not to make unauthorised use of the company's property or information;
- duty not to accept personal benefit from third parties conferred because of one's position as a director;
- duty to observe the company's memorandum and articles of association and resolutions; and
- duty to keep proper books of accounts.

Existing Holders

The table below sets out the interests of the top 20 Shareholders as at the date of this Prospectus and immediately following the Offer. The table does not reflect any CDIs which the relevant Shareholders may subscribe for under the Offer.

<i>Date of Prospectus</i>			<i>Following the Offer</i>		
<i>Existing Holders</i>	<i>Shares ³</i>	<i>Percentage of Shares on issue</i>	<i>Number of Shares ¹</i>	<i>Equivalent number of CDIs ²</i>	<i>Percentage of Shares on issue ¹</i>
Grand Ease Holdings Limited	255,300,970	26.20%	255,300,970	255,300,970	24.92%
Investorlink Securities Limited	159,471,520	16.36%	159,471,520	159,471,520	15.57%
Caihui Investments Limited	146,919,472	15.08%	146,919,472	146,919,472	14.34%
Vtion Capital Investment Limited	71,733,391	7.36%	71,733,391	71,733,391	7.00%
Nation Pride Investments Limited	71,732,559	7.36%	71,732,559	71,732,559	7.00%
Decheng Investments Limited	59,343,154	6.09%	59,343,154	59,343,154	5.79%
Wuxian Nominees Pty Ltd	50,000,000	5.13%	50,000,000	50,000,000	4.88%
Investorlink China Limited	40,506,984	4.16%	40,506,984	40,506,984	3.95%
Fully Best Holdings Limited	35,865,863	3.68%	35,865,863	35,865,863	3.50%
Radiant Cosmo Investments Limited	29,126,087	2.99%	29,126,087	29,126,087	2.84%
Mr Yongjun Shen	15,390,000	1.58%	15,390,000	15,390,000	1.50%
Mr David Lawson & Mrs Dianne Ramsay	2,008,000	0.21%	2,008,000	2,008,000	0.20%
Mr Kit Ming Yim	1,600,000	0.16%	1,600,000	1,600,000	0.16%
Mr Kin Kwong Gary Kwok	1,600,000	0.16%	1,600,000	1,600,000	0.16%
Mr Ian Rowe & Mrs Narelle Rowe	1,539,000	0.16%	1,539,000	1,539,000	0.15%
Ms Bick Ki Becky Ho	1,300,000	0.13%	1,300,000	1,300,000	0.13%
RNR Australia Pty Ltd	1,150,000	0.12%	1,150,000	1,150,000	0.11%
Mrs Frances Brynford-Jones & Mr John Brynford-Jones	1,039,000	0.11%	1,039,000	1,039,000	0.10%
Mr Peter McIver & Mrs Fiona McIver	1,000,000	0.10%	1,000,000	1,000,000	0.10%
Mr Ka Po Ng	905,000	0.09%	905,000	905,000	0.09%

Notes:

1. The number / percentage ownership after the Offer assumes the Maximum Subscription of A\$20,000,000 (represented by 50,000,000 CDIs) under the Offer.
2. Assuming all Shares are converted to CDIs.

Litigation

99wuxian is not involved in any material litigation or arbitration proceedings, nor, so far as the Directors are aware, are any such proceedings pending or threatened against 99wuxian.

Escrow arrangements

The Listing Rules require that certain persons such as seed capitalists and related parties enter into restriction agreements under which they are restricted from dealing in a specified number of CDIs in

99wuxian held by them, including all of their CDIs, for up to 24 months from the date of quotation of those Shares.

The restriction agreements will be in the form required by the Listing Rules over a number of Shares and a period as determined by the ASX and restrict the ability of those persons to dispose of, create any security interest in or transfer effective ownership or control of the Shares.

The determination of which Shares will be required to be escrowed is at the discretion of the ASX however, the table below sets out the periods during which the founder Shares and those shareholders who acquired Shares pursuant to a pre IPO placement will be restricted from dealing in their Shares.

<i>Shareholder</i>	<i>No. of shares in total</i>	<i>No. of shares restricted</i>	<i>Escrow period</i>	<i>Reason for restriction</i>
Founder Shares	920,000,000	920,000,000	24 months commencing from date of quotation	Seed capitalists and related parties
Pre-IPO placement	54,569,500	36,834,413	12 months commencing from date of quotation	Seed capitalists

Interests of Directors

Other than as set out below or elsewhere in the Prospectus, no Director:

- has or had at any time during the two years preceding the date of this Prospectus an interest in the formation or promotion of 99wuxian, or in any property acquired or proposed to be acquired by 99wuxian or in the Offer; and
- has been paid or agreed to be paid any amount, or has been given or agreed to be given any other benefit, either

to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him in connection with the formation or promotion of 99wuxian or the Offer.

Executive Directors' fees and remuneration

Refer to "Services Agreements and Letters of Appointment" on page 60 for a summary of the fees and remuneration which are paid by 99wuxian to certain of its Executive Directors and officers.

Each Executive Director is also entitled to be reimbursed for reasonable travel and other expenses incurred in connection with attending meetings of the Board and any committee on which he or she serves.

Non-Executive Director compensation

Refer to "Services Agreements and Letters of Appointment" on page 60 for a summary of the fees which are paid by 99wuxian to its Non-Executive Directors and each

Non-Executive Director who serves as the chairman of the Audit and Risk Management Committee and Remuneration and Nomination Committee. The fees and remuneration paid by 99wuxian to its Non-Executive Directors reflects the Non-Executive Director compensation package adopted by the Board in June 2013.

Each Non-Executive Director is also entitled to be reimbursed for reasonable travel and other expenses incurred in connection with attending meetings of the Board and any committee on which he or she serves.

Directors' interests in securities

The table on page 112 sets out the interests of the Directors as at the date of this Prospectus. Refer to the heading "Board of directors" at page 56 for further details.

Director	Number of Shares¹ and equivalent CDIs¹ & ² held directly	Number of Shares and equivalent CDIs¹&² held indirectly	% of issued Shares after the Offer based on the Maximum Subscription
Mr Ross Benson	Nil	27,144,220	2.65%
Ms Amalisia Zhang	Nil	255,300,970	24.92%
Mr David Chen	Nil	Nil	Nil%
Mr Tony Groth	Nil	4,750,000	0.46%
Mr Simon Green	770,000	1,880,000	0.26%
Mr YongKuan Duan	Nil	Nil	Nil%

Notes:

1. The Directors may subscribe for additional CDIs under the Offer.
2. Assuming all Shares held were converted to CDIs.

Indemnification of Directors and officers

The Hong Kong Companies Ordinance provides that any provision contained in the company's articles, or in any contract with the company or otherwise, for exempting any officer of the Company from, or indemnifying him or them against, any liability for negligence, default, breach of duty, or breach of trust, in relation to the company or a related company is void. A company may purchase insurance for any of its officers against any liability to the company, a related company, or any other party in respect of any negligence, default, breach of duty, or breach of trust (except fraud) and against liability incurred by him in respect of defending any such proceedings. 99wuxian has obtained director and officer liability insurance to cover liabilities Directors and officers may incur in connection with their services to 99wuxian.

The Hong Kong Companies Ordinance also provides that a company may indemnify its officers against the costs incurred by them in defending any proceedings, civil or criminal, in which judgment is

given in their favour or in which they are acquitted. 99wuxian's Articles of Association have made provision for such an indemnity.

Related party interests

There are no existing agreements or arrangements and there are no currently proposed transactions in which 99wuxian was, or is to be, a participant, and in which any related party had or will have a direct or indirect material interest, other than the compensation arrangements with Directors and executive officers, which are described at page 60 under the heading "Services Agreements and Letters of Appointment" and at page 111 under the heading "Interests of Directors" of this Prospectus.

With respect to Handpay, both Amalisia Zhang and Ross Benson are directors of Handpay. Amalisia Zhang's mother holds 8.93% of the issued share capital in Handpay. Neither Ross Benson or Amalisia Zhang hold a direct interest in Handpay. Neither Amalisia Zhang or Ross Benson nor any other related party of 99wuxian control Handpay. The ownership groups of 99wuxian and Handpay are separate and different. Handpay and 99

wuxian are not subject to common control. No related party of 99wuxian controls Handpay. As such, Handpay is not deemed to be a related party of 99wuxian.

Policy for approval of related party transactions

99wuxian's Audit and Risk Management Committee is responsible for reviewing and approving all transactions in which 99wuxian is a participant and in which any parties related to 99wuxian, including its executive officers, Directors, beneficial owners of more than 5% of 99wuxian's Shares, immediate family members of the foregoing persons and any other persons whom the Board determines may be considered related parties of 99wuxian, has or will have a direct or indirect material interest.

The Audit and Risk Management Committee or its Chairman, as the case may be, will only approve those related party transactions that are determined to be in, or are not inconsistent with, the best interests of 99wuxian and its Shareholders, after taking into account all available facts and circumstances as the audit committee or the Chairman determines in good faith

to be necessary. Transactions with related parties will also be subject to Shareholder approval to the extent required by the Listing Rules.

Taxation implications of investing under the Offer

Australian tax implications

99wuxian implications

99wuxian was not incorporated in Australia nor does it carry on any business in Australia. Therefore, there are no Australian income tax implications for 99wuxian arising from the IPO of CDIs and listing on the ASX because 99wuxian is not an Australian tax resident, it has no presence in Australia and does not derive any Australian sourced income.

Australian income tax implications will need to be considered if 99wuxian has a presence in Australia via a permanent establishment.

CDI Holder and shareholder income tax implications

- Dividends received

99wuxian dividends received by Australian tax resident individuals must include the amount of the dividend in their assessable income as foreign income. As 99wuxian was incorporated in Hong Kong which does not impose withholding tax, Australian tax resident individuals will not be entitled to a foreign income tax offset ("FITO").

There will be no Australian income tax implications for non-Australian tax resident individuals and temporary Australian residents receiving 99wuxian dividends as they are only assessed on Australian sourced income.

For Australian tax resident companies that hold an amount of CDIs that gives them the equivalent of less than 10% of the voting power in 99wuxian and receive 99wux-

ian dividends, the dividends are assessable income in the year the dividends are paid.

For Australian tax resident companies that hold an amount of CDIs that gives them the equivalent of at least 10% of the voting power in 99wuxian and receive 99wuxian dividends, the dividends will be non-assessable non-exempt income for Australian tax purposes.

Non-Australian tax resident and temporary Australian tax resident individual and company CDI holders will not be assessed on any dividends they receive from 99wuxian because it is not Australian sourced income.

- Capital gains tax from disposal of CDIs

The disposal of CDIs through trading on the ASX will trigger a CGT event. The CDI holder will make a capital gain when the capital proceeds received from the disposal of the CDI or shares exceed its original cost base. Similarly, a capital loss will be incurred if the CDI holder or shareholder receives capital proceeds that are less than the reduced cost base. The capital losses can be carried forward to offset future capital gains. The conversion between CDIs and shares do not trigger a CGT event because the beneficial ownership of 99wuxian CDIs or shares does not change.

Resident individuals and trusts that hold their CDIs for more than 12 months will be entitled to discount any capital gain by 50%. Resident superannuation funds that hold their CDIs for more than 12 months will be entitled to discount any gain by 33%. Companies are not entitled to the CGT discount.

The disposal of CDIs by an Australian tax resident company will be subject to CGT in Australia. If an Australian tax resident company that holds an amount of CDIs that

gives the company the equivalent of a direct voting percentage of 10% or more in 99wuxian, trades their CDIs, the capital gain or loss is reduced by a percentage that reflects the active foreign business assets of 99wuxian at the time of the CGT event.

The disposal of CDIs by non-Australian tax resident entities and temporary Australian tax resident entities will not be taxable in Australia as 99wuxian does not have any assets in Australia. Therefore the CDIs are not taxable Australian property.

- Other tax implications

Please note the accruals taxation system aims to tax Australian residents on an accruals basis on their share of income derived by certain foreign entities which has not been comparably taxed offshore by attributing the entity's income to the Australian resident even if the income has not been distributed.

99wuxian investors should seek their own independent advice in relation to the potential impact of the Conduit Foreign Company ("CFC") rules.

Hong Kong tax implications

Taxation of interest income

Interest income received by 99wuxian from deposits placed in Hong Kong with an authorised institution is exempt from Hong Kong profits tax provided that the deposit is not used to secure or guarantee money borrowed generating tax deductible interest expenses. Interest income received by 99wuxian from offshore bank deposits should be non-taxable on the basis that the provision of credit is made outside Hong Kong.

Interest received from any loans advanced to 99wuxian's PRC subsidiaries are not subject to Hong Kong profits tax as the provision of credit is made available to 99wuxian's PRC subsidiaries in China (i.e. outside Hong Kong for tax purposes).

Taxation of dividend income

Dividend income received from local corporations is specifically exempt from Hong Kong profits tax. In addition, dividend income received from overseas corporations is regarded as having a non-Hong Kong source and therefore is also not subject to Hong Kong profits tax.

Furthermore, as 99wuxian's PRC subsidiaries are resident China entities, dividend income from those entities is regarded as offshore income of 99wuxian and not subject to Hong Kong profits tax.

The above tax comments are designed to be general information in nature and does not constitute tax advice. Shareholders should seek professional advice on how the matters considered above apply to them.

Interests of experts and advisors

Other than as set out below, no person named in this Prospectus as providing professional or advisory services in connection with the preparation of this Prospectus or any firm in which any such person is a partner:

- has or had at any time during the two years preceding the date of the Prospectus, any interest in the formation or promotion of 99wuxian, or in any property acquired or proposed to be acquired by 99wuxian or the Offer; or
- has been paid or agreed to be paid any amount or given or agreed to be given any other benefit for services rendered

by them in connection with the formation or promotion of 99wuxian or the Offer.

Investorlink Securities Limited has acted as underwriter to the Offer and will receive a fee of 1% of equity funds raised by the Offer. Ross Benson is a director of Investorlink Securities Limited, but does not control Investorlink Securities Limited. For further information, please refer to page 56.

Investorlink Corporate Limited has acted as the Advisor to the Offer and will receive A\$50,000 (plus disbursements) per calendar month from June 2013 until the listing date, but for a maximum of five months unless otherwise agreed. Ross Benson is a director of Investorlink Corporate Limited, but does not control Investorlink Corporate Limited. For further information, please refer to page 56.

Investorlink China Limited has been engaged to act as the sub-underwriter to the Offer. No additional fee is paid by 99wuxian where Investorlink China Limited sub-underwrites the Offer or any part of the Offer. Ross Benson and Tony Groth are both directors of Investorlink China Limited, neither Ross Benson or Tony Groth control Investorlink China Limited. For further information, please refer to pages 56 and 59. Novus Capital Limited has acted as the Lead Broker to the Offer and will receive a Lead Broker fee of 1% and a brokerage fee of 5% of the equity funds raised by the Offer.

BDO Corporate Finance (QLD) Ltd have acted as the Australian Investigating Accountant and Australian taxation advisor to 99wuxian and provided the Investigating Accountant's Report under the heading "Investigating Accountant's Report" at page 91. 99wuxian has paid or agreed to pay an amount of A\$60,000 in respect of these services. Further amounts may be paid to BDO Corporate Finance (QLD) Ltd in accordance with time-based charges.

HWL Ebsworth Lawyers has acted as the Australian legal advisor to 99wuxian and performed work in relation to due diligence enquiries on Australian legal matters. 99wuxian has paid or agreed to pay an amount of A\$125,000 (plus disbursements) in respect of these services. Further amounts may be paid to HWL Ebsworth Lawyers in accordance with time-based charges.

Howse Williams Bowers has acted as Hong Kong legal advisor to 99wuxian and performed work in relation to due diligence enquiries on Hong Kong legal matters. 99wuxian has paid or agreed to pay an amount of HKD320,000 (approximately A\$45,020) in respect of these services. Further amounts may be paid to Howse Williams Bowers in accordance with time-based charges.

Jin Mao Partners has acted as the PRC legal advisor to 99wuxian and performed work in relation to due diligence enquiries on Chinese legal matters. 99wuxian has paid or agreed to pay an amount of RMB500,000 (approximately A\$89,190) (plus disbursements) in respect of these services. Further amounts may be paid to Lawyers in accordance with time-based charges.

Offer expenses

99wuxian will pay all of the costs associated with the Offer. The table below outlines the expenses of the Offer.

<i>Estimated cost (exclusive of GST)</i>	<i>A\$ (Minimum Subscription)</i>	<i>A\$ (Maximum Subscription)</i>
Underwriting fees ¹	135,000	200,000
Capital raising costs ¹	810,000	1,200,000
Corporate advisory ³	350,000	350,000
Legal fees ⁴	276,300	276,300
ASX fees ²	231,431	233,836
ASIC fees	2,225	2,225
Investigating accountant and taxation fees	60,000	60,000
Marketing and advertising costs	150,000	150,000
Share registry costs	10,000	10,000
Printing and other costs	45,000	45,000
Total estimated costs	2,069,956	2,527,361

Notes:

1. Consist of underwriting and brokerage fees. Refer to page 114 under the heading "Interests of Experts and Advisors" for further information.
2. ASX fees are based on the issue price of the CDIs and the anticipated issue share capital of 99wuxian after allotment of the CDIs.
3. Corporate advisory fees cover the fees payable to the Advisor, Investorlink Corporate Limited and cover the management of the IPO process; the selection and management of other advisers; co-ordination and advice on the presentation and marketing of the Company; advice on the offer structure, the amount of equity to be offered, restrictions on equity trading and CDI structure, the dividend policy and capital structure post IPO; negotiation of the Handpay Service Agreement; advice on the timing and likely pricing of the offering; participation in the due diligence process; preparation of the IPO prospectus and related documentation and assistance in dealings with ASX and ASIC in relation to the IPO.
4. Legal fees cover the fees incurred by each of HWL Ebsworth Lawyers (Australian legal advisor), Howse Williams Bowers (Hong Kong legal advisor) and Jin Mao Partners (PRC legal advisor).

Consents

Each of the following parties has given and has not, before the issue of this Prospectus, withdrawn its written consent to being named in the Prospectus and to the inclusion, in the form and context in which it is included, of any information described below as being included with its consent.

Each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name and any statement or report included in this Prospectus with the consent of that party as described below:

- Investorlink Corporate Limited has consented to being named as the Advisor to 99wuxian, and to the inclusion of the statements attributed to it on pages 28 and 29 of this Prospectus and the “Handpay historical financial information” on pages 87 to 90 of this Prospectus in the form and context in which that information appears. Investorlink Corporate Limited does not otherwise make or purport to make any other statement in this Prospectus;
- Investorlink Securities Limited has consented to being named as the Underwriter to 99wuxian, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Investorlink Securities Limited;
- Investorlink China Limited has consented to being named as the sub-underwriter to 99wuxian, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Investorlink China Limited;
- Novus Capital Limited has consented to being named as Lead Broker to the Offer, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Novus Capital Limited;
- BDO Corporate Finance (QLD) Ltd has consented to being named in the Corporate Directory as 99wuxian's Investigating Accountant and taxation advisor, and to the inclusion of its Investigating Accountant's Report on Historical and Pro Forma Financial Information in the Section under the heading “Investigating Accountant's Report “ at page 91 of this Prospectus in the form and context in which it appears, but it does not otherwise make or purport to make any other statement in this Prospectus;
- BDO Limited has accepted the appointment to act as the Auditor to 99wuxian. BDO Limited does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by BDO Limited. BDO Limited has not provided any audit or other services for the listing or Prospectus purposes or since 99wuxian's incorporation. BDO Limited has been appointed solely as the Company's auditor for the forthcoming statutory audit and review services
- HWL Ebsworth Lawyers has consented to being named in the Corporate Directory of this Prospectus as the Australian legal advisor to 99wuxian, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by HWL Ebsworth Lawyers;
- Howse Williams Bowers has consented to being named in the Corporate Directory of this Prospectus as Hong Kong legal advisor to 99wuxian, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Howse Williams Bowers;
- Jin Mao Partners has consented to being named in the Corporate Directory of this Prospectus as PRC legal advisor to 99wuxian, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Jin Mao Partners;
- Computershare Investor Services Pty Limited has consented to being named in the Corporate Directory and elsewhere in this Prospectus as the share registry for 99wuxian. Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of the Prospectus other than being named as share registrar to 99wuxian. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus; and
- Handpay have consented to being named in the Prospectus in the form and context in which they appear, but they do not otherwise make or purport to make any other statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Handpay.

ASX waivers and confirmations

Confirmation has been provided by the ASX policy that 99wuxian may prepare its accounts and financial disclosures in accordance with IFRS and only in RMB and will not be required to provide a statement reconciling its accounts to Australian accounting standards.

Working capital statement

The Directors believe that, on completion of the Offer, 99wuxian will have sufficient working capital to carry out its objectives as stated in this Prospectus.

Electronic Prospectus

Pursuant to Class Order 00/44 the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with the ASIC and the issue of CDIs in response to an elec-

tronic application form, subject to compliance with certain provisions. If you have received this Prospectus as an electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact 99wuxian's Offer Information Line on 1300 096 027 or 03 9415 4163 (from within Australia) or +61 3 9415 4163 (from outside Australia) and 99wuxian will send to you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

99wuxian reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application moneys received will be dealt with in accordance with section 722 of the Corporations Act.

Governing law

This Prospectus and the contracts that arise from the acceptance of Applications under the Offer are governed by the law applicable in Queensland, Australia and each Applicant submits to the non-exclusive jurisdiction of the courts of Queensland, Australia.

Statement of directors

The Directors report that after due enquiries by them, in their opinion since the date of the unaudited financial statements disclosed in "Financial information" at page 79 of this Prospectus, there have not been any circumstances that have arisen or that have materially affected or will materially affect the assets and liabilities, financial position, profits or losses or prospects of 99wuxian, other than as disclosed in this Prospectus.

Each Director has authorised the issue of this Prospectus and has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of 99 Wuxian Limited by:



Mr Ross Benson
Chairman

a gateway to Chinese m-commerce...

Glossary



In this Prospectus, the following terms and abbreviations have the following meanings, unless the context otherwise requires:

A\$ or AUD	The lawful currency of Australia.
Advisor	Investorlink Corporate Limited.
AEST	Australian Eastern Standard Time in Sydney.
Allotment Date	The date on which CDIs are allotted under the Offer.
APP	Abbreviation for applications software developed to be run on electronic devices such as mobile phones.
Applicant	Person who submits a valid Application Form pursuant to this Prospectus.
Application	A valid application to subscribe for CDIs under the Offer pursuant to this Prospectus.
Application Form	The application form attached to or accompanying this Prospectus for investors.
Application Monies	Money submitted by applicants under the Offer in respect of their applications for CDIs.
ASIC	The Australian Securities and Investments Commission.
ASX Settlement	ASX Settlement Pty Limited (ABN 49 008 504 532).
ASX Settlement Operating Rules	The settlement rules of the settlement facility provided by ASX Settlement.
ASX	ASX Limited (ABN 98 008 624 691) or the securities market it operates, as the context requires.
ASX Corporate Governance Principles	The corporate governance principles and recommendations of the ASX Corporate Governance Council as at the date of this Prospectus.
Board	The board of Directors of 99wuxian.
B2B2C	Business to Business to Consumer.
B2B	Business to Business.
Business Partners	The banks, telephone companies, life insurance companies and other financial institutions for whom Handpay has developed, or will develop, mobile payment APPs.
CDI	A CHESS Depositary Interest in one Share.
CDN	CHESS Depositary Nominees Pty Limited.
Chairman	Mr Ross Benson.
CHESS	The Clearing House Electronic Sub-Register System of share transfers operated by ASX Settlement.
CHESS Depositary Interest	CHESS Depositary Interest represent the beneficial interest in shares in a foreign company such as 99wuxian. Further information is detailed in "Additional information" under the heading "CHESS Depositary Interests".
Closing Date	The date the Offer closes.
Company or 99wuxian	99 Wuxian Limited, a company incorporated in Hong Kong with company registration number 1903220 and with ARBN 164 764 729.
Conversion Date	15 August 2013.
Corporations Act	The Corporations Act 2001 (Cth).

Directors	The Directors of 99wuxian as at the date of this Prospectus.
e-commerce	Is a type of industry where buying and selling of product or service is conducted over electronic systems such as the Internet and other computer networks.
e-tailing	Is the selling of retail goods on the internet. Short for "electronic retailing," e-tailing is synonymous with business-to-consumer (B2C) transactions.
Executive Director	A Director appointed as an executive director of 99wuxian.
Existing Holders	Those persons or entities who are holders of securities of 99wuxian as at the date of this Prospectus.
Exposure Period	The seven day period after the date of lodgement of the Prospectus with ASIC. This period may be extended by ASIC for a further period of up to seven days.
GST	Goods and services tax, being is a tax charged on the sale of most goods and services in Australia.
Handpay	Shanghai Handpay Information & Technology Co., Ltd, a company incorporated in China.
Handpay Services Agreement	The agreement for customer acquisition and value sharing between each of 99wuxian and Handpay entered into on 17 July 2013.
HKD	The lawful currency of Hong Kong.
Hong Kong	The Hong Kong Special Administrative Region of the People's Republic of China.
Hong Kong Companies Ordinance	The Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time.
Hong Kong Securities and Futures Ordinance	The Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time.
IAR	Investigating Accountant's Report
IAR Financial Information	The financial information reported on by the Investigating Accountant, which consists of the "Historical revenue of 99wuxian.com", "Pro-forma financial information", and "Historical financial information" set out on pages 81 to 86 of this Prospectus.
IPO	99wuxian's initial public offering of its CDIs (and the Shares underlying the CDIs).
Lead Broker	Novus Capital Limited.
Letters of Appointment	The letter of appointment entered into by each of the Non-Executive Directors.
Listing Rules	The official Listing Rules of the ASX.
Material Contracts	Those contracts listed and summarised in the "Material Contracts" on page 38.
Maximum Subscription	The maximum subscription amount being sought by 99wuxian under the Offer, being A\$20,000,000
Merchants	Sellers of goods and services, physical or virtual, on the 99wuxian.com platform.
Minimum Subscription	The minimum subscription amount being sought by 99wuxian under the Offer, being A\$13,500,000.

m-commerce	Electronic commerce conducted using mobile devices such as Smartphones.
New Shareholder	An investor who subscribes for CDIs under the Offer.
Non-Executive Director	A Director appointed as a non-executive director of 99wuxian.
Offer	The invitation in this Prospectus to subscribe for CDIs (and the Shares underlying the CDIs).
Offer Information Line	The offer information line operated by the Share Registry being 1300 096 027 or 03 9415 4163 (from within Australia) or +61 3 9415 4163 (from outside Australia).
Offer Period	The period during which investors may subscribe for CDIs under the Offer.
Offer Price	A\$0.40 per CDI (equivalent to A\$0.40 per Share).
Opening Date	The date the Offer opens.
Original Prospectus	The original prospectus, dated 23 July 2013 for the issue of a maximum of 50,000,000 CDIs (and the underlying Shares) which is replaced by this Prospectus.
PBC	People's Bank of China.
PRC	People's Republic of China.
Prospectus	This replacement Prospectus, dated 23 August 2013, for the issue of a maximum of 50,000,000 CDIs (and the underlying Shares).
Related Body Corporate	Has the meaning ascribed to that term in the Corporations Act.
RMB	Renminbi (¥) being the official currency of the PRC.
Services Agreement	The employment agreement entered into by each of the Executive Directors.
SFC	Hong Kong Securities and Futures Commission.
Shareholder	A holder of Shares or CDIs.
Shares	Shares of fully paid common stock in the capital of 99wuxian.
Share Registry	Computershare Investor Services Pty Limited.
Smartphone	A mobile phone which utilises third generation or higher mobile phone technology and from which third party APPs can be accessed.
Tencent QQ	Tencent Science and Technology (Shenzhen) Co., Ltd.
Underwriter	Investorlink Securities Limited.
Underwriting Agreement	The Underwriting Agreement between 99wuxian and Investorlink Securities Limited entered into on 22 July 2013, material terms of which are contained in "Material Contracts" on page 38.
UnionPay	China UnionPay Co., Ltd.
UnionPay Group	The corporate group controlled by China UnionPay Co., Ltd.
WAP	Wireless application protocol.
99wuxian or Company	99 Wuxian Limited, a company incorporated in Hong Kong with Hong Kong company registration number 1903220 and ARBN 164 764 729.
99wuxian Group	99wuxian and Ninety nine Trading (Shanghai) Co., Ltd.
99wuxian.com	A mobile online marketplace operating in the Chinese market offering a variety of goods and services, whether physical or virtual, accessible to mobile telephone users who have a Smartphone and other mobile telephone users who access via WAP.

Application Form



Please read all instructions

Before completing the Application Form the applicant(s) should read this Prospectus to which this application relates. By lodging the Application Form, the applicant agrees that this application for CDI's in 99wuxian is upon and subject to the terms of the Prospectus and the Constitution of 99wuxian, agrees to take any number of CDI's that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

For detailed instructions on completing labels A to H on page 125, please refer to page 126.

Lodgement of Application

If paying by cheque(s) or bank draft(s):

Make your cheque or bank draft payable to **99 Wuxian Limited** in Australian currency and cross it Not Negotiable.

Your cheque or bank draft must be drawn on an Australian Bank. Complete the cheque details in the boxes provided. The total amount must agree with the amount shown in box B. Please note that funds are unable to be directly debited from your bank account. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Application Form where indicated. Cash will not be accepted. Receipt for payment will not be forwarded.

Once completed, please send your Application Form and Application Monies to 99wuxian's Share Registry at the address set out below.

Computershare Investor Services Pty Limited
GPO Box 2115
Melbourne VIC 3001
Australia

If paying electronically:

- Once completed, please send your Application Form to Novus Capital Limited at the address set out below:
PO Box R1464
Royal Exchange
NSW 1225

or

by fax to +612 9247 4844

- Electronically transfer the Application Money to Novus Capital Limited Trust Account-99wuxian.
Commonwealth Bank of Australia
BSB: 06 2022
Account number: 1009 8793
Please insert the following on the transfer details:
"99wuxian/[insert your Applicant name]"

Neither CIS nor the Company accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited ("CIS"), as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au

If you have any enquiries concerning your application, please contact the Computershare Investor Services Pty Limited on 1300 634 564.



99 Wuxian Limited
ARBN 164 764 729
Hong Kong Company Registration
Number 1903220

Registry Use Only

LeMessurier Securities Pty Ltd
ABN: 43 111 931 849
GPO BOX 4249 Sydney NSW 2001

Application Form

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker or professional adviser without delay. You should read the entire Prospectus carefully before completing this form. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus.

A I/we apply for

X A\$0.40 =

B I/we lodge full Application Money

Number of CDI's in 99wuxian at \$0.40 per or such lesser number of CDI's which may be allocated to me/us

C Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)

Title or Company Name Given Name(s)

Surname

Joint Applicant 2 or Account Designation

Joint Applicant 3 or Account Designation

D Enter your postal address - Include State and Postcode

Unit

Street Number

Street Name or PO Box /Other Information

City / Suburb / Town

State

Postcode

E Enter your contact details

Contact Name

Telephone Number - Business Hours / After Hours

F CHESS Participant

Holder Identification Number (HIN)

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your application will be deemed to be made without the CHESS HIN, and any securities issued as a result of the IPO will be held on the Issuer Sponsored subregister.

Payment details

G If paying by cheque or bank draft, please follow detailed instructions on page 124.

Drawer

Cheque Number

Amount of Cheque

H If paying electronically, please follow detailed instructions on page 124.

Date of Transfer

Name of Transferor

Amount

By submitting this Application Form, I/we declare that this application is completed and lodged according to the Prospectus and the declarations/statements on the reverse of this Application form and I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate. I/we agree to be bound by the Constitution of the Company.



How to complete this form

A **CDI's applied for**
Enter the number of CDI's you wish to apply for. The application must be for a minimum of 5,000 CDI's. Applications for greater than 5,000 CDI's must be in multiples of 1,000 CDI's.

B **Application Monies**
Enter the amount of Application Monies. To calculate the amount, multiply the number of CDI's by the price per CDI.

C **Applicant Name(s)**
Enter the full name you wish to appear on the statement of CDI holding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D **Postal address**
Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E **Contact details**
Enter your contact details. These are not compulsory but will assist us if we need to contact you.

F **CHES**
99wuxian (the Company) will apply to the ASX to participate in CHES, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Securities Exchange Limited.

In CHES, the company will operate an electronic CHES Sub-register of security holdings and an electronic Issuer Sponsored Subregister of security holdings. Together the two Subregisters will make up the Company's CDI register. The Company will not be issuing certificates to applicants in respect of CDI's allotted. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold CDI's allotted to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by the Company and allocated a Securityholder Reference Number (SRN).

G **Payment by cheque or bank draft**
Make your cheque or bank draft payable to **99 Wuxian Limited** in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian Bank.

Complete the cheque details in the boxes provided. The total amount must agree with the amount shown in box B. Please note that funds are unable to be directly debited **from your bank account**.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Application Form where indicated. Cash will not be accepted. Receipt for payment will not be forwarded.

H **Electronic payment**
Transfer Application Moneys electronically to:
Novus Capital Limited Trust Account-99wuxian
Commonwealth Bank of Australia
BSB: 06 2022
Account number: 1009 8793
Insert the following on the transfer details:
"99wuxian/[insert your name]"

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold CDI's. Applications must be made in the name(s) of natural persons, companies or other legal entities in accordance with the Corporations Act. At least one full given name and the surname is required for each natural person. The name of the beneficial owner or any other registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms of registrable title(s) below.

Type of investor	Correct form of registration	Incorrect form of registration
Individual - Use given name(s) in full, not initials	Mr John Alfred Smith	J.A Smith
Joint - Use given name(s) in full, not initials	Mr John Alfred Smith & Mrs Janet Marie Smith	John Alfred & Janet Marie Smith
Company - Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s) - Do not use the name of the trust	Ms Penny Smith <Penny Smith Family A/C>	Penny Smith Family Trust
Deceased Estates - Use executor(s) personal name(s) - Do not use the name of the deceased	Mr Michael Smith <Est John Smith A/C>	Estate of Late John Smith
Minor (a person under the age of 18) - Use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Peter Smith
Partnerships - Use partners personal name(s) - Do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith & Son A/C>	John Smith & Son
Clubs/Unincorporated Bodies/Business Names - Use office bearer(s) personal name(s) - Do not use the name of the club etc	Mrs Janet Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds - Use the name of trustee of the fund - Do not use the name of the fund	John Smith Pty Ltd <Super Fund A/C>	John Smith Pty Ltd Superannuation Fund

Corporate directory



Registered Office

27/F., Alexandra House
18 Chater Road, Central,
Hong Kong.

Board of Directors

<i>Name</i>	<i>Position</i>
Mr Ross Benson	Chairman, Non-Executive Director
Ms Amalisa Zhang	President and Chief Executive Officer, Executive Director
Mr David Chen	Executive Director
Mr YongKuan Duan	Non-Executive Director
Mr Simon Green	Non-Executive Director
Mr Tony Groth	Non-Executive Director

Company Secretaries

Tony Groth
HWB (Corporate Services) Limited

ASX Code

NNW

Underwriter

Investorlink Securities Limited
Level 26
56 Pitt Street
Sydney, New South Wales 2000

Advisor

Investorlink Corporate Limited
Level 26
56 Pitt Street
Sydney, New South Wales 2000

Lead Broker

Novus Capital Limited
Level 24, Royal Exchange Building
56 Pitt Street
Sydney, New South Wales 2000

Australian Legal Advisor

HWL Ebsworth Lawyers
Level 23,
123 Eagle Street
Brisbane, Queensland 4000

PRC Legal Advisor

Jin Mao Partners
Level 13, Hong Kong
New World Tower
300 Huaihai Zhong Road
Shanghai China

Hong Kong Legal Advisor

Howse Williams Bowers
27/F Alexandra House
18 Chater Road, Central
Hong Kong SAR

Share Registry

Computershare Investor
Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford
Melbourne, Victoria 3067

Auditors

BDO Limited
Level 25
Wing On Centre
111 Connaught Road Central
Hong Kong

Investigating Accountants

BDO Corporate Finance (QLD) Ltd
Level 18
300 Queen Street
Brisbane QLD 4000

a gateway to Chinese m-commerce...



99wuxian.com

a gateway to Chinese m-commerce...

Replacement Prospectus 2013

99 Wuxian Limited

ARBN 164 764 729

Hong Kong Company Registration Number 1903220

Offer of 50,000,000 CHESS Depositary Interests
at A\$0.40 per CHESS Depositary Interest to raise a maximum of A\$20,000,000