



**Fatfish Internet Group Ltd**  
**ABN 88 004 080 460**

**NOTICE OF ANNUAL GENERAL MEETING**

**Date:** Friday 27 May 2016

**Time:** 10:00am (Sydney time)

**Place:** Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000, Australia

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**NOTE:** Capitalised terms used in this document are defined in the Glossary (Section 3).

## Key dates

Due date for lodgement of Proxy Forms	10:00am (Sydney time) on 25 May 2016
Record date	7:00pm (Sydney time) on 25 May 2016
Annual General Meeting	10:00am (Sydney time) on 27 May 2016

**NOTE:** The above timetable is indicative only. The Company may vary any of the above dates subject to the Corporations Act, the ASX Listing Rules and any other applicable law.

## Important information

The Notice of Meeting is dated 28 April 2016.

A copy of this Notice of Meeting has been lodged with the ASX. The ASX does not take any responsibility for the contents of this Notice of Meeting.

This Notice of Meeting does not take into account the individual investment objectives, financial situation or particular needs of any person. Shareholders should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to approve the Resolutions set out in the Notice of Meeting.

Financial amounts in this Notice of Meeting are expressed in Australian dollars unless otherwise stated.

This Notice of Meeting is governed by the law in force in New South Wales, Australia.

## Corporate directory

### Directors

Dato' Larry Nyap Liou Gan (Chairperson)  
Mr Kin Wai Lau  
Mr Donald Han Low  
Mr Jeffrey Hua Yuen Tan

### Company Secretary

Mr Donald Han Low

### Registered office

Level 2, 395 Collins Street  
Melbourne VIC 3000  
Australia

### Website

<http://www.fatfish.co>

### Share registry

Security Transfer Registrars Pty. Limited  
770 Canning Highway  
Applecross WA 6153  
Australia  
Telephone: +61 8 9315 2333

## Enquiries

If you have any queries about the matters set out in this Notice of Meeting, please contact the Company Secretary on +61 449 074 699.

## 1 Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of Fattfish Internet Group Ltd (**Company** or **FFG**) will be held at Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000, Australia on Friday 27 May 2016 at 10:00am (Sydney time) for the purpose of transacting the business set out in this Notice of Meeting.

### ORDINARY BUSINESS

#### 1 Financial Reports

To receive the financial statements, directors' report and auditor's report for the Company and its controlled entities for the financial period from 1 January 2015 to 31 December 2015.

**Note:** The Financial Reports will be laid before the Meeting and, at the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the operations and management of the Company, and for Shareholders to ask the auditor questions about the conduct of the audit and content of the auditor's report. There is no requirement for Shareholders to approve these Financial Reports.

#### 2 Remuneration Report

To adopt the Company's remuneration report for the financial period from 1 January 2015 to 31 December 2015.

**Note:** The Remuneration Report is set out on pages 18 to 19 of the Annual Report contains details of the Company's policy for determining the remuneration for its Directors and senior executives. It includes information on the methodology adopted and the elements of remuneration which are fixed and those which are related to performance. At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report. This Resolution is advisory only and does not bind the Company or the Directors.

#### 3 Election of a Director – Kin Wai Lau

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

"To elect, as a director of the Company, Mr Kin Wai Lau, who retires in accordance with the Company's Constitution and offers himself for re-election."

**Note:** Relevant information about Mr Lau is set out on page 15 of the Annual Report. The Board (other than Mr Lau) considers that Mr Lau is not an independent Director of the Board, supports the re-election of Mr Lau and recommends that Shareholders vote in favour of this Resolution.

#### 4 Election of a Director – Donald Han Low

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

"To elect, as a director of the Company, Mr Donald Han Low, who retires in accordance with the Company's Constitution and offers himself for re-election."

**Note:** Relevant information about Mr Low is set out on page 16 of the Annual Report. The Board (other than Mr Low) considers that Mr Low is an independent Director of the Board, supports the re-election of Mr Low and recommends that Shareholders vote in favour of this Resolution.

## SPECIAL BUSINESS

### 5 Enhanced Placement Capacity

To consider and, if thought fit, pass the following Resolution as a special resolution:

"To approve, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the issue, on one or more occasions, of such number of ordinary shares in the Company that is cumulatively equal to up to 10% of the issued capital of the Company, at the time of the issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, at a price determined in accordance with ASX Listing Rule 7.1A.3 and on the terms and conditions in the explanatory notes accompanying the notice convening this meeting (**Explanatory Notes**)."

### 6 Ratification of issue of securities under placement in June 2015

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

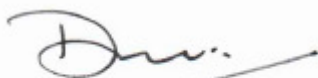
"To approve, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment of 2,874,080 shares by the Company at an issue price of \$0.19 on 30 June 2015 pursuant to a placement, on the terms set out in the Explanatory Notes."

### 7 Ratification of issue of securities under placement in December 2015

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

"To approve, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment of 28,750,000 shares by the Company at an issue price of \$0.05 on 22 December 2015 pursuant to a placement, on the terms set out in the Explanatory Notes."

By order of the Board



Donald H Low  
Company Secretary  
28 April 2016

#### 1.1 Voting exclusion statements

##### (a) Agenda Item 2 – Remuneration Report

In accordance with the Corporations Act, the Company will disregard any votes cast in respect of the Agenda Item 2 Resolution (Remuneration Report) by any key management personnel of the Company and their closely related parties.

However, the Company need not disregard a vote if:

- (i) It is cast by a person (including the key management personnel or their closely related parties) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) It is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on the Agenda Item 2 Resolution but expressly authorises the person chairing the Meeting to exercise the proxy even if Agenda Item 2 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

For the purposes of this voting exclusion, "key management personnel" are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. The Company's Remuneration Report identifies the Company's key management personnel.

"Closely related parties" of key management personnel are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

(b) Agenda Item 5 – Enhanced Placement Capacity

The Company will disregard any votes cast in respect of the Agenda Item 5 Resolution (Enhanced Placement Capacity) by:

- (i) a person who may participate in the issue of Shares pursuant to the Enhanced Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the Agenda Item 5 Resolution is passed; and
- (ii) any associates of any of those persons.

However, the Company need not disregard a vote if:

- (iii) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (iv) It is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

(c) Agenda Item 6 – Ratification of issue of securities under placement in June 2015

The Company will disregard any votes cast in relation to Agenda Item 6 Resolution by:

- (i) any person who participated in the issue of Shares referred to in this Resolution; and
- (ii) any associate of any of those persons.

However, the Company need not disregard a vote if:

- (i) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) It is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

(d) Agenda Item 7 – Ratification of issue of securities under placement in December 2015

The Company will disregard any votes cast in relation to the Agenda Item 7 Resolution by:

- (i) any person who participated in the issue of Shares referred to in this Resolution; and
- (ii) any associate of any of those persons.

However, the Company need not disregard a vote if:

- (i) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) It is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## 1.2 **Chairperson's voting intentions**

The Chairperson intends to vote undirected proxies on, and in favour of, all the proposed Resolutions. If there is a change to how the Chairperson intends to vote undirected proxies, the Company will make an announcement to the market.

### 1.3 **Voting entitlement**

Any person registered as a Shareholder on the Register at 7:00pm (Sydney time) on 25 May 2016 is entitled to attend and vote at the Meeting.

Registrable transmission applications or transfers registered after the time specified above will be disregarded in determining entitlements to vote at the Meeting.

In the case of Shares held by joint holders, only one of the joint Shareholders is entitled to vote. If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the Register will be counted.

Each Shareholder may vote by attending the Meeting in person or by proxy, attorney or, in the case of a corporation which is a Shareholder, by corporate representative.

### 1.4 **Voting in person**

Any Shareholder entitled to attend and vote at the Meeting who wishes to attend and vote at the Meeting in person will be admitted to the Meeting and given a voting card upon disclosure of their name and address at the point of entry to the Meeting.

### 1.5 **Voting by proxy**

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of the Shareholder.

A proxy need not be a Shareholder.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, that Shareholder may appoint 2 proxies. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights. If the Shareholder does not specify the proportion or number of the Shareholder's voting rights that each proxy is to represent, each proxy will be entitled to exercise half the Shareholder's votes.

A Proxy Form for the Meeting is enclosed. In order to be valid, a properly completed Proxy Form must be lodged in any of the following ways:

- (a) By mail to: Fatfish Internet Group Ltd, Level 2, 395 Collins Street, Melbourne, VIC 3000, Australia
- (b) By fax to: +61 3 9833 7063
- (c) By email to: [dhlow@fatfishgroup.com](mailto:dhlow@fatfishgroup.com)

To be valid, your completed Proxy Form must be received by 10:00am (Sydney time) on 25 May 2016.

Please note that post only reaches the Company on Business Days in Melbourne, Australia. A proxy will be admitted to the Meeting and given a voting card upon providing written evidence of their name and address at the point of entry to the Meeting. The return of a completed Proxy Form will not preclude a Shareholder from attending in person and voting at the Meeting.

### 1.6 **Voting by attorney**

An attorney of any Shareholder entitled to attend and vote at the Meeting may attend the Meeting, and vote on that Shareholder's behalf.

If a Shareholder wishes to vote by attorney at the Meeting, that Shareholder must, if not already done so, deliver the original or certified copy of the power of attorney by the methods specified in Section 1.5 so that it is received before the Meeting commences or, alternatively, ensure the power of attorney is brought to the Meeting and presented at the point of entry to the Meeting.

A Shareholder's attorney will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment, their name and address and the identity of their appointer (ie, the Shareholder) at the point of entry to the General Meeting.

**1.7 Voting by corporate representative**

A corporation that is a Shareholder must appoint a person to act as its representative to vote at the Meeting (if it does not wish to vote by proxy or attorney). The appointment must comply with the Corporations Act. An authorised corporate representative will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer at the point of entry to the Meeting.

These explanatory notes have been prepared for the information of Shareholders in connection with the business to be transacted at the Meeting.

## 2.1 Agenda Item 5 – Enhanced Placement Capacity

### (a) ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables eligible entities to issue shares up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**Enhanced Placement Capacity**). This Enhanced Placement Capacity is in addition to the eligible entity's 15% placement capacity under ASX Listing Rule 7.1.

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A. The Company has a market capitalisation of less than \$300 million and is not included in the S&P ASX 300 Index.

The Agenda Item 5 Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

If approved, the effect of this Resolution will be to allow the Company to issue the Shares under ASX Listing Rule 7.1A during the Enhanced Placement Period (defined in paragraph 0 below) in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 (**15% Placement Capacity**).

### (b) Calculation of the Enhanced Placement Capacity

The exact number of Shares to be issued under the Enhanced Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

At the date of this Notice of Meeting, the Company has on issue 161,799,446 Shares and (if the Resolutions in Agenda Items 6 and 7 are passed) would have a capacity to issue:

- (i) 24,269,916 Shares under the 15% Placement Capacity; and
- (ii) subject to Shareholder approval under this Resolution, 16,179,944 Shares under the Enhanced Placement Capacity.

The actual number of Shares that the Company will have capacity to issue under the Enhanced Placement Capacity will be calculated at the date of issue of the Shares in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

### (c) Minimum issue price

The issue price of Shares issued under the Enhanced Placement Capacity will not be less than 75% of the volume weighted average price of shares in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Shares are to be issued is agreed; or
- (ii) if the Shares are not issued within 5 trading days of the date in paragraph 2.1(c)(i) above, the date on which the Shares are issued.

(d) Enhanced Placement Period

Shareholder approval of the Enhanced Placement Capacity is valid, and Shares will only be issued under the Enhanced Placement Capacity, from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(Enhanced Placement Period).**

Accordingly, if this Resolution is passed, the Company's Enhanced Placement Period commences on 27 May 2016 (being the date of the Meeting) and ends on 27 May 2017.

(e) Dilution of existing shareholders

(i) *Dilution risks*

If this Resolution is approved by Shareholders and the Company issues Shares under the Enhanced Placement Capacity, the voting power of existing Shareholders in the Company will be diluted as shown in the table at paragraph 2.1(e)(iii).

(ii) *Economic risks*

(A) There is a risk that:

- (I) the market price for the Company's Shares may be significantly lower on the date of the issue of the Shares than on the date of the Meeting; and
- (II) the Shares may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date;

(B) If Shares are issued at a discount to the net tangible asset value per Share (**NTA**) there may be a negative impact on NTA.

(iii) *Potential dilution of existing Shareholders*

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1.2 as at the date of this Notice of Meeting. The table also shows:

- (A) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval or future specific placements under ASX Listing Rule 7.1 that are approved at a future meeting of Shareholders; and

- (B) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.03 50% decrease in issue price	\$0.06 issue price	\$0.12 100% increase in issue price
<b>Current Variable A</b> 161,799,446 Shares	10% voting dilution	16,179,944 Shares	16,179,944 Shares	16,179,944 Shares
	Funds raised	\$485,398.32	\$970,796.64	\$1,941,593.28
<b>50% increase in Variable A</b> 242,699,169 Shares	10% voting dilution	24,269,916 Shares	24,269,916 Shares	24,269,916 Shares
	Funds raised	\$728,097.48	\$1,456,194.96	\$2,912,389.92
<b>100% increase in Variable A</b> 323,598,892 Shares	10% voting dilution	32,359,889 Shares	32,359,889 Shares	32,359,889 Shares
	Funds raised	\$970,796.67	\$1,941,593.34	\$3,883,186.68

**Note:** The table has been prepared on the following assumptions:

- The Company issues the maximum number of Shares available under the Enhanced Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Enhanced Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Shares under ASX Listing Rule 7.1 A, not under the 15% Placement Capacity under ASX Listing Rule 7.1.
- The issue price is A\$0.06, being the closing price of the Shares on the ASX on 22 April 2016.

(f) Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the Enhanced Placement Capacity as follows:

- (i) The Company may issue Shares under the Enhanced Placement Capacity in order to provide additional funding to support the Company's activities, to strengthen the Company's balance sheet, to make new investments into Internet businesses in the Australasia region and/or to fund general working capital. Shares may be issued for non-cash consideration.
- (ii) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Enhanced Placement Capacity. The identity of the allottees of Shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
  - (A) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;

- (B) the effect of the issue of the Shares on the control of the Company;
  - (C) the financial situation and solvency of the Company; and
  - (D) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).
- (iii) The allottees under the Enhanced Placement Capacity have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
  - (iv) The Company last obtained Shareholder approval under ASX Listing Rule 7.1A at its 2015 annual general meeting.
  - (v) In the 12 months preceding the date of the Meeting, the Company issued a total of 31,624,080 Shares, representing 24.29% of all Shares on issue as at the commencement of that 12 month period.
  - (vi) In respect of the equity securities issued by the Company in the 12 months preceding the date of the Meeting:

	<b>Placement in June 2015</b>	<b>Placement in December 2015</b>
<b>Date of issue</b>	30 June 2015.	22 December 2015.
<b>Number of equity securities issued</b>	2,874,080.	28,750,000.
<b>Class and terms of equity securities</b>	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.
<b>Names of allottees or basis on which allottees were determined</b>	Placement to institutional and sophisticated investors under ASX Listing Rule 7.1.	Placement to institutional and sophisticated investors under ASX Listing Rules 7.1 and 7.1A.
<b>Issue price and discount on closing market price on date of issue</b>	A\$0.19 (being a 5% discount to the closing price of shares on 26 June 2015 before the Company called a trading halt).	A\$0.05 (being a 7.4% discount to the closing price of shares on 18 December 2015 being the day before the Company called a trading halt).
<b>Total cash consideration</b>	As at 26 April 2016, the total A\$546,075.20 raised has been spent in its entirety. The proceeds were used to strengthen the Company's balance sheet, to make new investments into Internet businesses in the Australasia region and/or to fund general working capital.	As at 26 April 2016, approximately A\$650,000 of the total A\$1,437,500 raised have been spent. The proceeds have and will continue to be used to strengthen the Company's balance sheet, to make new investments into Internet businesses in the Australasia region and/or to fund general working capital.
<b>Total non-cash consideration</b>	N/A.	N/A.

- (vii) A voting exclusion statement is included in this Notice of Meeting. As at the date of this Notice of Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Shares under the Enhanced Placement Capacity.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Meeting.

(g) Directors' recommendation

The Directors of the Company believe that the transactions contemplated in this Resolution are in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

2.2 **Agenda Items 6 and 7 – Ratification of issue of securities under placements in June and December 2015**

ASX Listing Rule 7.4 provides that an issue by a company of shares made without shareholder approval under ASX Listing Rules 7.1 and/or 7.1A is treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if the issue did not breach ASX Listing Rules 7.1 and/or 7.1A (as the case may be) when made and the company's shareholders subsequently approve it.

Accordingly, the Board has decided to seek Shareholder approval under ASX Listing Rule 7.4 for the issue of Shares pursuant to 2 placements undertaken in June and December 2015.

The effect of Shareholder approval of these Resolutions will be that the Shares issued under those placements will not be counted in calculating the number of securities which the Company can issue in the next 12 months under the 15% Placement Capacity and (if the Agenda Item 5 Resolution is approved) the Enhanced Placement Capacity.

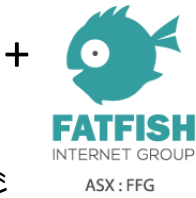
In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the allotments of Shares referred to in these 2 Agenda Items:

	<b>Placement in June 2015</b>	<b>Placement in December 2015</b>
<b>Date of issue</b>	30 June 2015.	22 December 2015.
<b>Number of equity securities issued</b>	2,874,080.	28,750,000.
<b>Class and terms of equity securities</b>	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.
<b>Issue price</b>	A\$0.19.	A\$0.05.
<b>Names of allottees or basis on which allottees were determined</b>	Placement to institutional and sophisticated investors under ASX Listing Rule 7.1.	Placement to institutional and sophisticated investors under ASX Listing Rules 7.1 and 7.1A.
<b>Use (or intended use) of the funds raised</b>	To strengthen the Company's balance sheet, to make new investments into Internet businesses in the Australasia region and/or to fund general working capital	To strengthen the Company's balance sheet, to make new investments into Internet businesses in the Australasia region and/or to fund general working capital
<b>Confirmation that the issue did not breach ASX Listing Rule 7.1</b>	The Company confirms that the issue of these Shares did not breach ASX Listing Rule 7.1 at the time of their issue.	The Company confirms that the issue of these Shares did not breach ASX Listing Rule 7.1 at the time of their issue.

Directors' recommendation: The Directors recommend that Shareholders vote in favour of both of these Resolutions as they refresh the Company's capacity to make further issues of securities with the full flexibility allowed for under ASX Listing Rules 7.1 and (if the Agenda Item 5 Resolution is approved) 7.1A. None of the Directors has an interest in the outcome of this Resolution.

In this Notice of Meeting, unless the context or subject matter otherwise requires:

<b>15% Placement Capacity</b>	Has the meaning given to that term in Section 2.1(a).
<b>Agenda Item</b>	An agenda item set out in Section 1.
<b>Annual Report</b>	The Company's annual report for the Financial Period.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
<b>ASX Listing Rules</b>	The official listing rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.
<b>Board</b>	The board of Directors.
<b>Business Day</b>	Has the meaning given to that term in the ASX Listing Rules.
<b>Chairperson</b>	The chairperson of the Board.
<b>closely related parties</b>	Has the meaning given to that term in the Corporations Act.
<b>Company or FFG</b>	Fatfish Internet Group Ltd (ABN 88 004 080 460).
<b>Company Secretary</b>	The company secretary of the Company
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
<b>Director</b>	A director of the Company.
<b>Enhanced Placement Capacity</b>	Has the meaning given to that term in Section 2.1(a).
<b>Enhanced Placement Period</b>	Has the meaning given to that term in Section 0.
<b>Financial Period</b>	1 January 2015 to 31 December 2015.
<b>Financial Reports</b>	The financial statements, directors' report and auditor's report for the Company and its controlled entities for the Financial Period.
<b>key management personnel</b>	Has the meaning given to that term in the Corporations Act.
<b>Meeting</b>	The general meeting of the Company to be held at the time and place specified in this Notice of Meeting.
<b>Notice of Meeting</b>	This document, comprising the notice of annual general meeting, the explanatory notes and all annexures.
<b>Proxy Form</b>	The proxy forms accompanying this Notice of Meeting.
<b>Register</b>	The register of members of the Company.
<b>Remuneration Report</b>	The Company's remuneration report for the Financial Period, as set out in the Annual Report.
<b>Resolutions</b>	The resolutions proposed at the Meeting, as set out in the Notice of Meeting.
<b>Section</b>	A section of this Notice of Meeting.
<b>Share</b>	A fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	A person who is registered in the Register as a holder of Shares from time to time.
<b>Sydney time</b>	The time in Sydney, Australia.



# FATFISH INTERNET GROUP LTD

ACN: 004 080 460

**REGISTERED OFFICE:**  
C/- DRAFFIN WALKER & CO  
LEVEL 2, 395 COLLINS STREET  
MELBOURNE VIC 3000

**SHARE REGISTRY:**  
Security Transfer Registrars Pty Ltd  
PO BOX 535, APPECROSS WA 6953  
AUSTRALIA  
770 Canning Highway, APPECROSS WA 6153  
AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

«EFT\_REFERENCE\_NUMBER»

Code: FFG

Holder Number: «HOLDER\_NUM

## PROXY FORM

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

### SECTION A: Appointment of Proxy

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

The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am (Sydney time) on Friday 27 May 2016 at Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000, Australia and at any adjournment of that meeting.

Important for Resolution 2: If the Chairperson of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

### SECTION B: Voting Directions

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

RESOLUTION	For	Against	Abstain*
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a Director - Kin Wai Lau	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of a Director - Donald Han Low	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Enhanced Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of issue of securities under placement in June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratification of issue of securities under placement in December 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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

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

Individual or Security Holder	Security Holder 2	Security Holder 3
<div style="border: 1px solid black; width: 100%; height: 20px;"></div>	<div style="border: 1px solid black; width: 100%; height: 20px;"></div>	<div style="border: 1px solid black; width: 100%; height: 20px;"></div>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

**Proxies must be received by Fatfish Internet Group Ltd no later than 10:00am (Sydney time) on Wednesday 25 May 2016.**

