



Fatfish Internet Group Ltd
ABN 88 004 080 460

**NOTICE OF EXTRAORDINARY GENERAL
MEETING**

Date: Tuesday 8 November 2016

Time: 11:00am (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	11:00am (Sydney time) on 6 November 2016
Record date	7:00pm (Sydney time) on 6 November 2016
Extraordinary General Meeting	11:00am (Sydney time) on 8 November 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 6 October 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 Resolution 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.

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1 Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of the Shareholders of Fatfish Internet Group Ltd (**Company** or **FFG**) will be held at Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000, Australia on Tuesday 8 November 2016 at 11:00am (Sydney time) for the purpose of transacting the business set out in this Notice of Meeting.

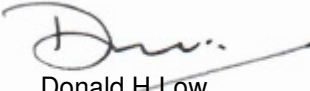
SPECIAL BUSINESS

1 Proposed Transaction

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

"To approve, for the purposes of ASX Listing Rule 11.4 and for all other purposes, the "Proposed Transaction" (without an offer of all Mountain Partners SA securities to the Company's shareholders on a pro rata basis) in the manner, as defined and on the terms and conditions set out in the explanatory notes accompanying the notice convening this meeting."

By order of the Board


Donald H Low
Company Secretary
6 October 2016

1.1 Voting exclusion statement

(a) Agenda Item 1 – Proposed Transaction

The Company will disregard any votes cast in respect of the Agenda Item 1 Resolution (Proposed Transaction) by:

- (i) Mountain Partners and SPV; 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 Resolution. 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 6 November 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

To be valid, your completed Proxy Form must be received by 11:00am (Sydney time) on 6 November 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

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under which it is signed, their name and address and the identity of their appointer at the point of entry to the Meeting.

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2 Explanatory Notes

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

2.1 Background

As announced on 18 August 2016, the Company proposes to enter into a strategic and financial alliance with Mountain Partners AG (**Mountain**), whereby a select portfolio of investments which FFG is current incubating (**Transaction Assets**) will be sold to Mountain in exchange for USD1.85 million in cash and USD7.4 million in Mountain shares (**Proposed Transaction**).

The Proposed Transaction is effectively a way for FFG to "monetise" its current investments in the Transaction Assets and to form an alliance with Mountain, which is a leading European tech venture-builder that is interested in building its presence in Asia and utilising FFG's expertise in incubation.

It is presently envisaged that the Proposed Transaction will result in:

- (a) Mountain acquiring a 100% interest in a special purpose vehicle (**SPV**) that will acquire the Transaction Assets.
- (b) A new joint venture company to be established to manage the Transaction Assets (**JVC**). JVC will be owned as follows: 51% by Mountain, 30% by FFG and up to 19% by senior management of JVC. (JVC will not be a subsidiary of FFG.)
- (c) FFG continuing to have an indirect minor interest in the Transaction Assets by way of the Mountain shares to be issued as part-consideration referred to above (**Mountain Consideration Shares**) and a share of upside upon exit of the Transaction Assets, as well as an interest in JVC.
- (d) FFG continuing to have financial and/or management input in those investee entities that it retains following the Proposed Transaction as well as future investee entities in which it chooses to invest, without any Mountain involvement in those Transaction Assets and future FFG investee entities.

As Mountain may, in future, wish to apply for listing on a stock exchange and the Proposed Transaction does not involve an offer of all Mountain securities to the Company's shareholders on a pro rata basis, the ASX has required that FFG seek FFG Shareholder approval for the Proposed Transaction for the purposes of ASX Listing Rule 11.4.

Accordingly, this Notice of Meeting is being issued for the purposes of seeking FFG Shareholder approval for the Proposed Transaction.

If Resolution 1 is passed, then the Proposed Transaction will be implemented in such manner as the FFG Board determines, in accordance with the ASX Listing Rules and the Corporations Act.

2.2 Directors' evaluation of the Proposed Transaction

In evaluating the advantages and disadvantages of the Proposed Transaction, Mr Donald Low and Mr Jeffrey Tan (as the Directors on the Board who are not receiving JVC shares) considered the following factors:

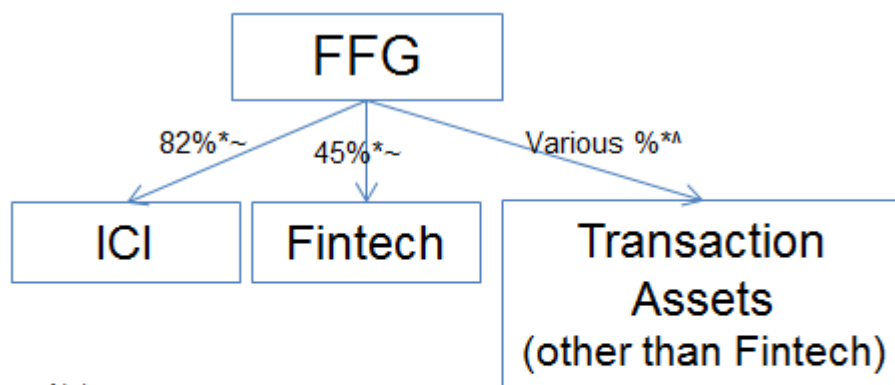
- (a) Advantages
 - (i) The Proposed Transaction is in line with FFG's business model and stated strategic path as an 'incubator' and is a means to achieve:

- (A) a strategic and financial alliance with a major player in the technology space, effected by way of an adjustment to the ownership and management structure of the Transaction Assets;
 - (B) a partial exit in FFG's investment in the Transaction Assets, effectively "monetising" those investments and validating FFG's business case; and
 - (C) enabling FFG to reinvest into its business those funds received from the sale of the Transaction Assets to SPV, particularly to identify and invest in new investees as it continues to pursue its stated business model, which will be done independently of Mountain and SPV.
- (ii) They are of the opinion that the Proposed Transaction would, once implemented, assist in realising appropriate value for the Transaction Assets.
- (b) Disadvantages
- (i) FFG will no longer have any direct ownership interest in the Transaction Assets, but FFG will:
 - (A) continue to have management input in the Transaction Assets following the Proposed Transaction (through JVC); and
 - (B) have an indirect ownership interest in the Transaction Assets following the Proposed Transaction (through the Mountain Consideration Shares).
 - (ii) There can be no assurance regarding the price at which FFG Shares will trade or their liquidity following the Proposed Transaction, and those prices may be lower than anticipated.
 - (iii) The Proposed Transaction will result in transaction costs being incurred by FFG in the order of A\$90,000 (which, for the avoidance of doubt, does not include any costs incurred by Mountain, SPV, JVC or the Transaction Assets). See Section 2.4(c) below.

2.3 Overview of the Proposed Transaction

(a) Corporate structure of FFG before the Proposed Transaction

Set out below is a simplified diagrammatic representation of the FFG group structure prior to implementation of the Proposed Transaction:



Notes:

** This is a simplified structure diagram without identification of the intervening wholly owned FFG subsidiaries.*

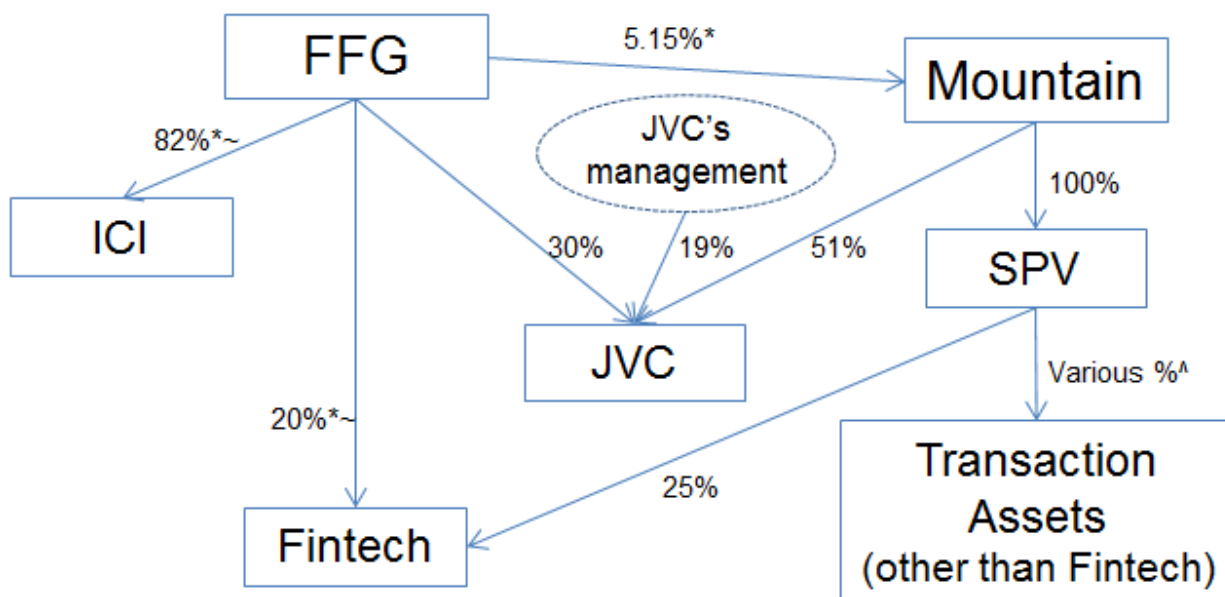
~ Details of FFG's current interest in these Retained Assets is set out in Section 2.4(d).

^ Details of FFG's current interest in the Transaction Assets is set out in Section 2.5(c).

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(b) Indicative corporate structure of FFG after the Proposed Transaction

Set out below is a simplified indicative diagrammatic representation of the FFG group structure after implementation of the Proposed Transaction:



Notes:

* This is a simplified structure diagram without identification of any intervening wholly owned FFG subsidiaries.

~ Details of FFG's expected interest in these Retained Assets as at completion of the Proposed Transaction is set out in Section 2.4(d).

^ Details of FFG's current interest in the Transaction Assets (which SPV is to acquire subject to and on completion of the Proposed Transaction) is set out in Section 2.5(c).

(c) Reason for the SPV/JVC structure

The SPV/JVC structure has been chosen to enable:

- (i) FFG and Mountain implement a strategic and financial alliance with respect to the Transaction Assets and Mountain's existing assets in Southeast Asia;
- (ii) Mountain to:
 - (A) (via SPV) have a 100% interest in the Transaction Assets; and
 - (B) have a 51% interest in JVC and (via JVC) utilise and apply FFG's expertise in incubation to the Relevant Assets and Mountain's other assets in Southeast Asia;
- (iii) FFG to:
 - (A) receive the Mountain Consideration Shares and cash consideration for the Transaction Assets, at appropriate market value, and thereby achieve an accelerated partial exit and monetisation of its existing interests in the Transaction Assets;
 - (B) have a 30% interest in JVC and continue to have management input (through JVC) on the growth and development of the Transaction Assets; and
 - (C) (beyond the Mountain Consideration Shares and cash consideration received for the Transaction Assets) have the opportunity for further upside upon the eventual exit of the Transaction Assets by SPV, whereby any proceeds beyond 3x the cost of investment will be shared 51:49 between Mountain and FFG, respectively;

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- (iv) JVC to:
- (A) earn a management fee from Mountain for managing the Transaction Assets and other assets of Mountain in Southeast Asia, plus a share of the upside upon exit from those assets of Mountain in Southeast Asia (other than the Transaction Assets);
 - (B) assist the Transaction Assets (as well as Mountain's other assets in Southeast Asia) in multiple areas, including:
 - (I) Product marketing planning and strategy;
 - (II) Business development access to the Southeast Asia region;
 - (III) Finance management;
 - (IV) Future funding assistance (via access to venture capital network); and
 - (V) Technology development; and
 - (C) appropriately incentivise its management team by issuing them up to 19% equity interest in JVC.

(d) FFG's nominees to JVC

It is presently envisaged that Dato' Larry Gan and Mr Kin Wai Lau (both FFG directors) will:

- (i) be FFG's nominees on the board and management of JVC, alongside Mountain's nominees. Dato' Gan and Mr Lau will not constitute a majority of the JVC board.
- (ii) have an equity interest in JVC. The maximum percentage interest that Dato' Gan and Mr Lau will have in JVC is set out in Section 2.6.

(e) Arm's length transaction

It is noted that:

- (i) JVC shares will be issued to JVC management after completion of the Proposed Transaction (not before) based on achievement of milestones, and do not form part of the consideration for the Proposed Transaction.
- (ii) FFG will not have majority control of JVC at any point.
- (iii) Mountain does not hold any shares in FFG or its subsidiaries.
- (iv) FFG does not hold any shares in Mountain or SPV.
- (v) FFG and Mountain are negotiating at arm's length.
- (vi) Dato' Gan, Mr Lau, FFG and Mountain will act independently in relation to their respective JVC shares.

2.4 **Effect of the Proposed Transaction on FFG**

(a) FFG's future activities and direction – no change to business model

- (i) The nature of the business activities of FFG will be the same before, during and after the Proposed Transaction and FFG will continue have and to carry out those business activities post-Proposed Transaction, rather than be a cash box.
- (ii) There will be no change to FFG's main undertaking of investing in, incubate, nurture and grow internet businesses (that is, FFG's main undertaking is not those of the Transaction Assets or any other investee entities), and FFG will continue to

have financial and/or management input into any new investee entities that it chooses to invest in.

- (b) No changes to FFG share capital, Board or key management personnel
- (i) There will be no issue of FFG securities as part of the Proposed Transaction.
- (ii) There will be no changes to FFG's Board or key management personnel as a result of the Proposed Transaction.

(c) Transaction costs

To date, FFG has incurred A\$3,000 in transaction costs in relation to the Proposed Transaction (which, for the avoidance of doubt, does not include any costs incurred by Mountain, SPV, JVC or the Transaction Assets).

Based on the Proposed Transaction being implemented, a breakdown of the items that constitute FFG's aggregate transaction costs in relation to the Proposed Transaction and the estimated amount of each item are set out below:

Type of transaction cost	Amount including GST
Fees for legal and financial advisers	A\$61,000
Share registry fees, printing and postage, ASX fees and travelling costs	A\$14,000
Other miscellaneous costs	A\$15,000
Estimated total transaction costs	A\$90,000

(d) Retained investees following the Proposed Transaction

(i) **Carrying value of the Retained Assets in FFG's Half Year accounts**

The carrying value of the "Retained Assets" (as defined below) in the accounts of FFG and its controlled entities as at 30 June 2016 was A\$18,366,275 (on a consolidated basis). On a Mark to Market basis, the carrying value is A\$45,627,547.

(ii) **Description of Retained Assets**

Set out below is a list showing:

- (A) those investees of FFG and its subsidiaries as at the date of this Notice of Meeting that will not be transferred to SPV as part of the Proposed Transaction; and
- (B) FFG's anticipated interest in Mountain Consideration Shares, subject to and on completion of the Proposed Transaction,

(Retained Assets):

Retained Asset	Description	FFG's interest in this Retained Asset	Estimated total valuation of 100% of this Retained Asset (USD)	Estimated value of FFG's interest in this Retained Asset as at the date of this Notice of Meeting (USD)
Fintech Asia Group Ltd	Fintech venture builder	20% ordinary shares as at the date of this Notice of Meeting	7,101,333* as at the date of this Notice of Meeting	1,420,266* as at the date of this Notice of Meeting

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Retained Asset	Description	FFG's interest in this Retained Asset	Estimated total valuation of 100% of this Retained Asset (USD)	Estimated value of FFG's interest in this Retained Asset as at the date of this Notice of Meeting (USD)
iCandy Interactive Limited (ASX:ICI)	Mobile games studio group	82% ordinary shares as at the date of this Notice of Meeting	30,647,845 [^] as at the date of this Notice of Meeting	25,062,750 [^] as at the date of this Notice of Meeting
Mountain Partners AG	Tech venture-builder	Approximately 5.15% ordinary shares, subject to and on completion of the Proposed Transaction	150,000,000 as at the date of this Notice of Meeting	7,400,000, subject to and on completion of the Proposed Transaction

Notes:

* The above valuation of Fintech Asia Group is derived from the last entry price method, being the valuation implied by the most recent investment by a third-party investor into that entity. In cases where most recent investment by a third party investor was too dated and there is an imminent investment into that entity (typically a term sheet signed), the valuation implied by that current investment round is used instead.

[^] The above valuation of ICI is derived using the mark-to-market method as ICI is a listed company, i.e. the prevailing market price of ICI's shares was used (being A\$0.18 as at 30 June 2016) and converted into USD at an exchange rate of A\$1.00:US\$0.7426.

2.5 Information about the Transaction Assets

(a) Carrying value of the Transaction Assets in FFG's 2016 Half Year accounts

The carrying value of the Transaction Assets in the accounts of FFG and its controlled entities as at 31 December 2015 was A\$4,740,468 (on a consolidated basis).

(b) Consideration for the Transaction Assets

If the Proposed Transaction is approved and proceeds to completion, the Transaction Assets will be sold to Mountain in exchange for:

- (i) USD1.85 million in cash; and
- (ii) USD7.4 million in Mountain Consideration Shares, at an issue price of CHF37.50 per Mountain Consideration Share,

totalling USD9.25 million (being the equivalent of approximately A\$12,456,235 at an exchange rate of A\$1.00:US\$0.7426).

(c) Description of Transaction Assets

Set out below is a brief summary of each of the Transaction Assets, being those investees of FFG and its subsidiaries as at the date of this Notice that will be transferred to SPV as part of the Proposed Transaction

Transaction Asset	Description	FFG's interest in this Transaction Asset as at the date of this Notice of Meeting	Estimated total valuation of 100% of this Transaction Asset as at the date of this Notice of Meeting (USD)	Estimated value of FFG's interest in this Transaction Asset as at the date of this Notice of Meeting (USD)
Lunch Actually Pte. Ltd.	Largest o2o (online-to-offline) dating service provider in South East Asia.	1.10% ordinary shares Options to lead USD 2m round a current valuation	9,840,000	154,000
iFashion Group Pte. Ltd.	Fashion and lifestyle group that owns established brands like Dressabelle and Nose.	15.56% ordinary shares and preference shares	20,093,000	3,126,471
Peepless Pte. Ltd.	Social Media plug-in for travel discovery and reward partnership with leading airlines.	4.0% ordinary shares	700,000	39,050
ClosetStyles Pte. Ltd.	First women-focused c2c fashion marketplace in South East Asia.	10.0% ordinary shares	350,000	35,500
HapyApp Pte. Ltd.	Automated video generation with interactive app.	10.0% ordinary shares	350,000	35,500
Shop and Box Pte. Ltd.	Global shopping assistant.	4.91% convertible notes	1,562,000	76,694
Newsdeeply Inc.	Award winning single-topic content delivery platform for multifaceted topics.	Convertible notes with conversion cap at USD 5m	5,000,000	50,000
VDancer Pte. Ltd.	Virtual reality dance simulation engine.	95% ordinary shares, the remaining 5% owned by the A*Star, the R&D arm of Singapore government	1,157,895	1,100,000
Clouaron Pte. Ltd	Cloud and virtualisation technology provider.	6.42% Convertible Notes	14,200,000	911,640
		Option to purchase a further 10.28% Convertible Notes		1,459,760

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Transaction Asset	Description	FFG's interest in this Transaction Asset as at the date of this Notice of Meeting	Estimated total valuation of 100% of this Transaction Asset as at the date of this Notice of Meeting (USD)	Estimated value of FFG's interest in this Transaction Asset as at the date of this Notice of Meeting (USD)
Beam Storage Pte. Ltd.	Storage valet with inventory app.	56.67% ordinary shares	852,195	482,939
Fintech Asia Group Ltd	Fintech venture builder.	25% ordinary shares	7,101,333	1,775.333

Notes:

* The above valuation of each investee entity is derived from the last entry price method, being the valuation implied by the most recent investment by a third-party investor into that entity. In cases where most recent investment by a third party investor was too dated and there is an imminent investment into that entity (typically a term sheet signed), the valuation implied by that current investment round is used instead.

2.6 Directors' interests, recommendations and voting

The Directors unanimously approved the proposal to put Resolution 1 to FFG Shareholders.

Mr Donald Low and Mr Jeffrey Tan (as Directors on the Board who will not receive any JVC shares) consider that the Proposed Transaction is in the best interests of the Company and recommend to FFG Shareholders to vote in favour of Resolution 1 at the Meeting. They make this recommendation for the following reasons:

- (a) the Proposed Transaction is in line with FFG's business model and stated strategic path as an 'incubator' and to achieve a partial exit in FFG's investment in the Transaction Assets, effectively "monetising" those investments and validating FFG's business case;
- (b) after having carefully considered all of the circumstances, they consider the Proposed Transaction to be in the best interests of the Company and FFG Shareholders; and
- (c) they are of the opinion that the advantages of the Proposed Transaction outweigh the disadvantages, all as set out in further detail in Section 2.2 of this Notice of Meeting.

Other than as FFG Shareholders, Mr Donald Low and Mr Jeffrey Tan have no interest in the outcome of Resolution 1.

It is presently envisaged that Dato' Larry Gan and Mr Kin Wai Lau will be FFG's nominees on the board and management of JVC, and they will have an equity interest in JVC. As such, both Dato' Gan and Mr Lau are considered to be associates of Mountain for the purposes of the voting exclusion statement in Section 1.1(a) and are excluded from voting on Resolution 1.

In making their recommendations, the Directors encourage FFG Shareholders to read this Notice of Meeting in its entirety, and to seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to approve the Resolution.

None of the Directors currently have any equity interests in Mountain or SPV, nor will they acquire any equity interests in Mountain or SPV as part of the Proposed Transaction.

The following table sets out the Directors' direct and indirect interests in FFG as at the date of this Notice of Meeting, and Dato' Gan and Mr Lau's respective anticipated interest in JVC equity securities subject to completion of the Proposed Transaction:

FFG Director (including associates)	Interest in the outcome of the Resolution	Interest in FFG Shares (as at the date of this Notice of Meeting)¹	Interest in JVC shares (presently anticipated, subject to completion of the Proposed Transaction)²
Dato' Larry Nyap Liou Gan	Will be FFG's nominee on the board and management of JVC, and be allotted shares in JVC. Is not otherwise associated with Mountain or SPV.	5,560,575 (3.44% of all FFG Shares)	Currently anticipated to be up to 135,000 shares (9% of all JVC shares), subject to achievement of milestones.
Mr Kin Wai Lau	Will be FFG's nominee on the board and management of JVC, and be allotted shares in JVC. Is not otherwise associated with Mountain or SPV.	15,709,609 (9.71% of all FFG Shares)	Currently anticipated to be up to 150,000 shares (10% of all JVC shares), subject to achievement of milestones.
Mr Donald Han Low	Is not associated with Mountain or SPV, and will not be appointed to the board and management of JVC.	Nil	Nil
Mr Jeffrey Hua Yuen Tan	Is not associated with Mountain or SPV, and will not be appointed to the board and management of JVC.	Nil	Nil

Notes:

1. Percentages are calculated based on the assumption that there are 161,799,446 FFG Shares on issue.
2. Percentages are calculated based on the assumption that there are 1,500,000 JVC shares on issue.

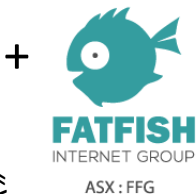
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3 Glossary

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

Agenda Item	An agenda item set out in Section 1.
ASX	ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
ASX Listing Rules	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.
Board	The board of Directors.
Business Day	Has the meaning given to that term in the ASX Listing Rules.
Chairperson	The chairperson of the Board.
CHF	Swiss franc.
Company or FFG	Fatfish Internet Group Ltd (ABN 88 004 080 460).
Company Secretary	The company secretary of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
Director	A director of the Company.
Fintech	Fintech Asia Group Ltd.
ICI	iCandy Interactive Limited (ASX:ICI).
JVC	Has the meaning given to that term in clause 2.1.
key management personnel	Has the meaning given to that term in the Corporations Act.
Meeting	The general meeting of the Company to be held at the time and place specified in this Notice of Meeting.
Mountain	Mountain Partners AG.
Mountain Consideration Shares	Has the meaning given to that term in clause 2.1.
Notice of Meeting	This document, comprising the notice of extraordinary general meeting, the explanatory notes and all annexures.
Proposed Transaction	Has the meaning given to that term in clause 2.1.
Proxy Form	The proxy forms accompanying this Notice of Meeting.
Register	The register of members of the Company.
Resolution	The resolution proposed at the Meeting, as set out in the Notice of Meeting.
Retained Assets	Has the meaning given to that term in clause 2.4(d).
Section	A section of this Notice of Meeting.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A person who is registered in the Register as a holder of Shares from time to time.
SPV	Has the meaning given to that term in clause 2.1.
Sydney time	The time in Sydney, Australia.
Transaction Assets	Has the meaning given to that term in clause 2.1.
USD	United States dollar.

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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 Australia Pty Ltd
PO BOX 52
Collins Street West VIC 8007
T: +61 3 9628 2200 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

Holder Number:

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 General Meeting of the Company to be held at 11:00am AEDT on Tuesday 8 November 2016 at Thomson Gear, Level 25, 1 O'Connell Street Sydney NSW, 2000 AUSTRALIA and at any adjournment of that meeting.

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

1. To approve, for the purposes of ASX Listing Rule 11.4 and for all other purposes, the "Proposed Transaction" in the manner, as defined and on the terms and conditions set out in the explanatory notes accompanying the notice convening this meeting.

For	Against	Abstain*
<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
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

Proxies must be received by Fatfish Internet Group Ltd no later than 11:00am AEDT on Sunday 6 November 2016.



My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Fatfish Internet Group Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

FATFISH INTERNET GROUP LTD

Postal Address C/- Draffin Walker & Co
Level 2, 395 Collins Street
Melbourne Vic 3000

Facsimile +61 3 9833 7063

Email dhlow@fatfishgroup.com

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.



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