



**TTG Mobile Coupon Services Limited**  
**ARBN 158 702 400**

## **Corporate Governance Plan**



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# TTG Mobile Coupon Services Limited Corporate - Governance Plan

## 1. General

TTG Mobile Coupon Services Limited's (TTG) corporate governance framework has been formulated in light of the principles and recommendations released by the Australian Securities Exchange Corporate Governance Council, 2nd edition (**Principles and Recommendations**). TTG's framework largely complies with these recommendations. Consistent with TTG's approach to sound corporate governance, opportunities for improvement are regularly considered.

The Directors are responsible to shareholders for the performance of TTG and their focus is to enhance the interests of shareholders and other key stakeholders and to ensure TTG is properly managed. The main processes that the Directors of TTG use in doing so are set out in this corporate governance plan (**Corporate Governance Plan**).

## 2. Board composition

- (a) TTG's Memorandum and Articles of Association requires that the minimum number of Directors is 2.
- (b) Membership of the Board currently comprises:

Name	Position	Independence <sup>1</sup>
Mr Xiong Qiang (Xiong Ke Miao)	Chairman Chief Executive Officer	Non-Independent
Mr Ki Shui Chow (Louie)	Deputy Chairman Deputy Chief Executive Director	Non-Independent
Mr Kwok Kin Kwong (Gary)	Executive Director Chief Financial Officer	Non-Independent
Mr Wu Lin Yan	Executive Director Technical Manager	Non-Independent
Mr Chris Ryan	Non-Executive Director Co-Chairman	Independent
Mr Yang Yuchuan	Non-Executive Director	Non-Independent
Mr Cai Wen Sheng	Non-Executive Director	Non-Independent
Mr. Lan Jun	Non-Executive Director	Independent
Mr Ross Benson	Non-Executive Director	Independent

- (c) Directors are subject to retirement by rotation and election by shareholders at a general meeting. No Director may remain on the Board for more than three years without re-election. Where a Director is appointed during the year that Director will hold office until the next Annual General Meeting and then be eligible for re-election.
- (d) When considering Board vacancies, Directors take into account the candidate's capacity to enhance the mix of skills and experience of the Board and to contribute to the ongoing development of TTG.

1. TTG considers that a Director is an independent director where that Director is not a "substantial shareholder" (i.e. holds less than 5% of the issued share capital) and is otherwise 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. TTG 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.



### **3. Board's role and responsibilities**

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- (a) The Board is committed to maximising performance, generating appropriate levels of shareholder value and financial return.
- (b) The general responsibilities of the Board are:
  - (i) protection and enhancement of shareholder value;
  - (ii) formulation, review and approval of the objectives and strategic direction of TTG;
  - (iii) monitoring the financial performance of TTG by reviewing and approving budgets and monitoring results;
  - (iv) approving all significant business transactions including acquisitions, divestments and capital expenditure;
  - (v) ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
  - (vi) the identification of significant business risks and ensuring that such risks are adequately managed;
  - (vii) the review of performance and remuneration of executive Directors and staff;
  - (viii) ensuring there is an effective Corporate Governance structure and practice in place;
  - (ix) ensuring the integrity in financial reporting. Please refer to Board Committees section below;
  - (x) ensuring TTG's Code of Conduct (Annexure 2) and other policies are adhered to, to promote ethical and responsible decision making;
  - (xi) ensuring that an appropriate policy is in place regarding trading of TTG's shares by employees of TTG (Annexure 3);
  - (xii) ensuring that an appropriate policy is in place regarding the recognition and management of the Risks facing TTG (Annexure 4); and
  - (xiii) ensuring that appropriate policies and procedures are in place to ensure compliance with applicable laws.
- (c) Annexure 1 outlines the specific roles of the Board, the Chairman and the Executive Chairman.

### **4. Board processes**

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- (a) The Board currently schedules a minimum of 6 meetings per year. In addition, the Board meets whenever necessary to deal with specific matters needing attention between the scheduled meetings. Extraordinary meetings take place at such other times as may be necessary to address any specific significant matters that may arise.



- (b) The agenda for meetings is prepared by the Company Secretary, who as at the date of this corporate governance framework is Mr Ki Shui Chow (Louie), in conjunction with the Chairperson and Co-Chairperson, with periodic input from the Board. Board papers are distributed to Directors in advance of scheduled meetings.
- (c) Due to the current size of TTG 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.

## 5. Independence of Board members

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- (a) The Board regularly assesses the independence of each of the 8 Directors based on the interests and associations disclosed by them, in line with the ASX best practice guidelines on independence, which are listed below.
- (b) As at the date of this Corporate Governance Plan, following an assessment by the Directors, all of the non-executive Directors with the exception of Mr Cai Wen Sheng are deemed to be independent. The Directors note that Mr Chris Ryan of Investorlink Corporate Limited has previously acted as advisers of TTG but on a one-off assignment. The Directors have formed the view that given the on-off nature of the appointment, Mr Chris Ryan is nonetheless deemed to be independent.
- (c) ASX Recommendation 2.1 states that a majority of the Board should be independent Directors. In assessing the makeup of the Board, TTG aims for its Directors to be independent in thought and judgement, as well as expecting the Directors to add value to TTG. This Board structure will be reviewed at the appropriate stages of TTG's development.

### Assessing the independence of Directors - the ASX Guidelines

An independent Director is a non-executive Director (i.e. is not a member of management) and:

- (a) is not a substantial shareholder of TTG or an officer of, or otherwise associated directly with, a substantial shareholder of TTG;
- (b) within the last three years has not been employed in an executive capacity by TTG or another group member, or been a Director after ceasing to hold any such employment;
- (c) within the last three years has not been a principal of a material professional adviser or a material consultant to TTG or another group member, or an employee materially associated with the service provided;
- (d) is not a material supplier or customer of TTG or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- (e) has no material contractual relationship with TTG or another group member other than as a Director of TTG;
- (f) has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of TTG; and



- (g) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of TTG.

## **6. Resources available to the Board**

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- (a) Directors have the right of access to Company employees, advisers and records.
- (b) In relation to their duties and responsibilities, Directors have the right to seek independent professional advice at TTG's expense provided that before the advice is obtained, the Director discusses the requirement for the advice with the Chairperson. Any advice so received must be made available to all other Directors.
- (c) Where the Chairperson wishes to seek independent advice, she or he must make a formal request to the Board. Any advice so received must be made available to all other Directors.
- (d) TTG has entered into Deeds of Access, Indemnity and Insurance with each Director giving them a right of access to all documents that were presented to meetings of the Board or to any Committee of the Board or otherwise made available to the Director whilst in office. This right continues for a term of seven years after ceasing to be a Director or such longer period as is necessary to determine relevant legal proceedings that commenced during that term.

## **7. Remuneration of non-executive Directors**

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- (a) The ASX Listing Rules state that the maximum aggregate remuneration for non-executive Directors must be fixed and can be varied only at a general meeting. As at the date of this Corporate Governance Plan, the maximum aggregate remuneration for non-executive directors has been fixed at A\$100,000 per annum.
- (b) Given TTG is a Hong Kong entity, the fees paid to non-executive Directors do not have superannuation contributions deducted as applicable as required by Commonwealth legislation. TTG pays no other retirement benefits to Directors

## **8. Board Committees**

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### **8.1 Audit and Risk Management Committee**

- (a) The Board has established an Audit and Risk Management Committee. This Audit and Risk Management Committee will be central to TTG's process to ensure integrity in financial reporting and to ensure TTG address the material risks to its business and reputation. The Audit and Risk Management Committee will have at least 3 members and will adopt its own Charter setting out the roles, responsibilities and objectives of the Audit and Risk Management Committee.
- (b) The establishment of further Board Committees will be reviewed at the appropriate stages of TTG's development.
- (c) The external auditors, and other officers of TTG may attend meetings of the Audit and Risk Management Committee by invitation.



- (d) Crowe Horwath has been appointed as external auditor to TTG. The Audit and Risk Management Committee is responsible for the selection and recommendation of TTG's external auditor. The Audit and Risk Management Committee has recommended the external audit service be put to tender on a tri-annual basis. Further that in the event the external auditor is retained post 3 years that the engagement partner be rotated on a 5 year basis.
- (e) The external auditors have direct access to the Chairman of the Audit and Risk Management Committee and where necessary, the Chairperson of the Board. The Audit and Risk Management Committee meets with the external auditors without management present on an as required basis, but at least once a year.
- (f) The external auditor attends the Annual General Meeting and is available to answer questions from shareholders.
- (g) The Audit and Risk Management Committee charter is provided in Annexure 5.

## 8.2 Nomination and Remuneration Committee

- (a) ASX Corporate Governance Council (**ASXCGC**) principle 2.4 recommends the Board should establish a Nomination Committee.
- (b) ASX Corporate Governance Council (**ASXCGC**) principle 8.1 recommends the Board should establish a Remuneration Committee.
- (c) The Board has not established a Nomination and Remuneration Committee at this point in TTG's development. It is considered that the size of the Board along with the level of activity of TTG renders this impractical and the full Board considers in detail all of the matters for which the Directors are responsible.
- (d) To assist the Board in fulfilling its responsibilities, the Board has adopted a Nomination and Remuneration charter, a copy of which is provided in Annexure 6

## 9. Risk management

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- (a) TTG has a risk management program that is reviewed by the Audit and Risk Management Committee and approved by the Board. The program is designed to ensure risks (strategic, operational, legal, reputational and financial) are identified, assessed, addressed and monitored to enable TTG to achieve its business objectives.
- (b) TTG's risk management program is managed by the Audit and Risk Management Committee. The Board receives regular monthly reports on progress in addressing the risks. The Audit and Risk Management Committee has the right to appoint external professional advisers to carry out regular investigations into control mechanisms and report their findings, including recommendations for improvement to controls, processes and procedures, to the Audit and Risk Management Committee.
- (c) The Risk Management Policy is provided in Annexure 4.



## 10. Indemnities

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- (a) The Directors are indemnified under Deeds of Access, Indemnity and Insurance against liability in the fulfilment of their duties except for when an indemnity is not allowed under the Hong Kong Companies Ordinance or the *Corporations Act 2001* (Cth).
- (b) TTG also carries a Directors and Officers insurance policy. TTG or a related body will not pay a premium for a contract insuring an officer or auditor against a liability arising out of:
  - (i) conduct involving a wilful breach of duty in relation to TTG; or
  - (ii) a contravention of section 182 or 183 of the *Corporations Act*.

## 11. Code of Conduct

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The Code of Conduct was adopted to reflect current business and community expectations.

In summary, the Code of Conduct requires that at all times Directors and employees act with the integrity, objectivity and in compliance with the letter and spirit of the law and TTG policies.

The Code of Conduct requires employees who are aware of unethical practices within TTG to report these using the avenues available under the Corporate Governance Plan. Employees have direct access to the Executive Directors or, if this would cause a conflict, the Co-Chairman of the Board.

TTG's Code of Conduct is provided in Annexure 2.

## 12. Dealings in TTG's securities by Directors and employees

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- (a) Directors and officers of TTG are prohibited from trading in TTG securities apart from the period of 15 days commencing the day after TTG announces its half-yearly and quarterly reports, preliminary final statement and full year results.
- (b) Notwithstanding that TTG is an entity registered in Hong Kong, Directors and officers are also subject to the provisions of the *Corporations Act* relating to conduct by a person in possession of inside information. A person possesses inside information, if they know, or ought to reasonably know, that if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of TTG's securities.
- (c) Directors and officers in possession of inside information are prohibited from trading in TTG's securities.
- (d) Directors and officers must inform the Chairperson, or in her or his absence a Director, of their intention to trade in TTG's securities either by themselves or by an associate. Such notification must be provided at least 24 hours prior to any proposed trade.





- (e) The Board is responsible for ensuring that management put in place an education program that makes all employees aware of their legal obligations with respect to insider trading.
- (f) TTG's Employee Share Trading Policy is provided in Annexure 3.

### **13. Continuous disclosure and shareholder communication**

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- (a) The Company Secretary is responsible for communication with the Australian Securities Exchange (ASX). This includes ensuring compliance with the continuous disclosure requirements in the ASX listing rules and overseeing information disclosure to analysts, brokers, shareholders, the media and general public.
- (b) The Company's Continuous Disclosure Policy and Communications Strategy is provided in **Annexure 6**.



## Annexure 1 Specific Roles of the Board and Chairman

### 1. Role of the Board

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#### 1.1. Fundamental role

The fundamental role of the board is to:

- (a) Monitor all aspects of TTG's performance, ensuring that this performance is in shareholder's interests and is meeting agreed goals and objectives.
- (b) Improve the performance of TTG through strategy formulation and policy making.

#### 1.2. Annual

- (a) Setting and reviewing
  - (i) vision and mission;
  - (ii) goals (short, medium and long term);
  - (iii) strategy.
- (b) Approving the annual strategic plan and major operating plans
- (c) approving the annual budget;
- (d) reviewing and providing feedback on the performance of the CEO;
- (e) Reviewing the performance of the Board, the individual Directors and the Committees every year.
- (c) Reviewing/approving:
  - (i) the annual accounts (audited), information or documentation prepared under Hong Kong law which are equivalent to those that must be lodged with ASIC under section 319 of the Corporations Act. These include:
    - (A) financial report;
    - (B) directors report;
    - (C) audit report,

**(Annual Accounts)**
  - (ii) the information set out in ASX Listing Rules Appendix 4E (preliminary final year report) in accordance with the relevant accounting standards (**ASX Listing Rules Appendix 4E**).

NB—Preparation in accordance with International Accounting Standards is acceptable.



- (d) Ensuring the following is lodged with the ASX:
  - (i) no later than 2 months after the end of the accounting period:
    - (A) The Annual Accounts with the ASX; and
    - (B) ASX Listing Rules Appendix 4E.
  - (ii) all the documentation to be lodged with ASIC no later than 3 months after the end of the accounting period.
  - (iii) The annual report sent to shareholders.
- (e) Lodge the following with the ASIC at least once every calendar year (no later than 3 months after the end of the accounting period) and at intervals of not more than 15 months
  - (i) a copy of TTG's balance sheet;
  - (ii) a copy of TTG's profit and loss statement ; and
  - (iii) a copy of cash flow statement,  
all made up to the end of the last financial year; and
  - (iv) any other documents the company is required to prepare by the law that applies in Hong Kong; and
  - (v) a Form 405 Statement to verify financial statements of a foreign company.
- (f) Approving the annual report;
- (g) Approving the notice of AGM.

### 1.3. Half-year

- (a) Reviewing/approving:
  - (i) the half-year accounts (audited), information or documentation prepared under Hong Kong law which are equivalent to those that must be lodged with ASIC under section 320 of the Corporations Act. These include:
    - (A) financial report;
    - (B) directors report;
    - (C) audit report,

**(Half Year Accounts).**
  - (ii) the information set out in ASX Listing Rules Appendix 4D in accordance with the relevant accounting standards (**ASX Listing Rules Appendix 4D**).

NB—Preparation in accordance with International Accounting Standards is acceptable.



- (b) Ensuring the following is lodged with the ASX no later than 2 months after the end of the accounting period:
  - (i) The Half Year Accounts with the ASX; and
  - (ii) ASX Listing Rules Appendix 4D.

1.4. **Quarterly**

So long as required by the ASX, being the first 2 years from admission to the Official List of the ASX:

- (a) reviewing/approving the information set out in ASX Listing Rules Appendix 4C in accordance with the relevant accounting standards (**ASX Listing Rules Appendix 4C**).
- (b) Ensuring the ASX Listing Rules Appendix 4C is lodged with the ASX no later than 1 month after the end of the accounting period.

1.5. **Monthly**

- (a) Reviewing performance of TTG in meeting objectives, including presentations on key areas for success, as determined by the Board.
- (b) Consider reports and recommendations from Committees.

1.6. **Ad hoc**

- (a) Determine all policies governing TTG and ensuring that adequate procedures are in place to manage the identified risks.
- (b) Appointing and approving the terms and conditions of appointment of the CEO and CFO.
- (c) Approving the terms and conditions of appointment of all other persons reporting to the CEO.
- (d) Establish and determine powers and functions of Committees and reviewing those powers and functions every 2 years or as circumstances demand
- (e) Approving
  - (i) capital expenditures in excess of \$50,000;
  - (ii) operational expenditure outside the budget in excess of \$50,000;
  - (iii) mergers, acquisitions and disposals of businesses;
  - (iv) all property acquisitions and disposals;
  - (v) leases, in excess of 1 year term;

- (vi) sale/licensing of trademarks, patents;
- (vii) borrowings in excess of \$50,000.
- (f) Ensuring procedures are in place so that the share market is promptly and adequately informed of all material matters including those matters within the ASX continuous disclosure requirements.
- (g) Decisions on the following matters in relation to the Board:
  - (i) the appropriate size, composition and terms and conditions of appointment to and retirement from the Board. For the level of remuneration for non-executive Directors, the Committee will have regard to practices of other public companies, external professional advice, if considered necessary, and the aggregate amount of fees approved by shareholders
  - (ii) the appropriate criteria for Board membership
  - (iii) reviewing the membership of the Board and, when necessary, considering candidates for appointment to the Board.
- (h) Monitoring Board members and senior executives to ensure no transactions in associated products are entered into which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

## **2. Role of the Chairman**

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### **2.1. Vision/mission statement/strategy**

Ensure the Board shows leadership in setting, reviewing and achieving the vision and strategy of TTG.

### **2.2. Board meetings**

- (a) Agree the agenda in consultation with Company Secretary to ensure appropriate time is allowed for discussion on both strategic issues, operational issues and compliance issues.
- (b) Ensure the Board receive all necessary information to enable effective decision making.
- (c) Chair Board meetings and ensure that they are validly convened, a quorum is present, all Directors have a fair opportunity to participate, the minutes are signed confirming their correctness and the meeting is declared closed.
- (d) Deal with any conflicts that arise, address differences of opinion and ensure contrary votes are recorded, if so required.
- (e) Ensure Directors with material personal interests in a matter leave the meeting while the matter is discussed, unless a resolution has been passed by the non-interested Directors allowing the interested Director to remain in the meeting and participate in discussions and/or vote on the matter.

### **2.3. Annual general meetings**

- (a) Chair the meeting and ensure that the shareholders as a whole have an opportunity to speak on matters relevant to the management of TTG.
- (b) Ensure the audit partner is present at the AGM and available to answer questions in accordance with the *Corporations Act*.

**2.4. Committee meetings**

Attend Committee meetings in accordance with membership of such Committees.

**2.5. External contact**

Be spokesperson in respect of the performance and profit figures and any Board-related matters, if appropriate.

**2.6. Board**

- (a) Initiate the process of Board, Committee and Director performance appraisal.
- (b) Ensure the agreed composition of the Board is maintained or initiate action.
- (c) Ensure Director Induction plans are in place.
- (d) Ensure Directors are informed of significant changes to TTG's business environment and relevant changes to legislation.
- (e) Ensure new Directors are properly inducted.

**2.7. Other**

Carry out other duties as requested by the Board from time to time.

**2.8. Vision/mission statement/strategy**

- (a) Formulate with the Board the vision, mission statement and strategy, and initiate reviews, as appropriate.
- (b) Develop actions with the management team to achieve the vision and implement the strategy.
- (c) Report to the Board regularly on TTG's progress against the vision and strategy.

**2.9. Management team and employees**

- (a) Negotiate terms and conditions of appointment of senior executives for approval, where necessary, by the Board.
- (b) Develop succession plan and senior executives' development programs and evaluate performance of senior executives.
- (c) Approve general conditions of employment of all other staff members.
- (d) Provide strong leadership to the management team and ensure all employees understand the vision and strategy and their part in its achievement.



- (e) Ensure procedures and training are in place to provide a safe work environment.
- (f) Ensure employees are educated on legal requirements and Company policies such that compliance is the culture and a high level of ethical behaviour is expected.

**2.10. Board**

- (a) Ensure all matters requiring review or approval by the Board are brought to the Board with adequate information and time to allow proper consideration of such matters.
- (b) Advise the Board of any significant change in the risk profile of TTG together with actions taken or proposed, in a timely manner.
- (c) Provide, with the CFO (or equivalent), certification to the Board on the fairness of the financial statements annually and half-yearly and the adequacy of the policies and procedures in place as regards management of risk, and internal controls.
- (d) Report to the Board on a monthly basis the performance of the business against budgets and the projected performance against the budget going forward.
- (e) Ensure all presentations on matters agreed with the Board are made on a timely and in an informative manner.
- (f) Ensure Directors are continually educated on the business of TTG, the environments in which it operates, changes in legal obligations and developments in corporate governance best practice.

**2.11. External stakeholders**

Liaise with all relevant stakeholders from time to time.

**2.12. Delegated authority**

The following delegated authority as approved by the Board:

- (a) capital expenditure \$50,000;
- (b) operational expenditure outside of budget \$50,000;
- (c) leases - period of 1 year or less;
- (d) sale of assets – value and proceeds <\$50,000; and
- (e) appointment and termination of employees.

**2.13. Management**

All other matters necessary for the day-to-day management of TTG.



## Annexure 2 Code of Conduct

### 1. Introduction

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TTG is committed to the highest standards of business conduct. It is important that all of us at TTG observe the highest standards of ethics, integrity and behaviour. This Code of Conduct outlines the standards of behaviour everyone at TTG including Directors, employees, consultants and contractors, must meet.

### 2. Business and personal conduct

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- (a) We always act with honesty and integrity.
- (b) We avoid conflicts of interest.
- (c) We protect confidential and proprietary information.
- (d) We treat others equitably and with courtesy, trust, dignity, respect and fairness.

### 3. Adherence to the law

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As part of TTG's commitment to being a good corporate citizen, everyone at TTG complies with all legislation and codes whether that be Hong Kong legislation or codes or Australian legislation or codes that govern its business (**Law**).

We are committed to implementing any directives of TTG which aid it in complying with legal requirements.

If we become aware of any potential or actual breaches of a Law by TTG, we will report it to our managers immediately.

### 4. Conflicts of interest

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- (a) We will avoid circumstances that could compromise our ability to act with objectivity and exercise independent judgment.
- (b) We will not have a direct or indirect personal financial interest in any business transaction involving TTG or competing with TTG without disclosing it and obtaining an appropriate level of approval.
- (c) We will not direct or divert business away from TTG to any other party.
- (d) We will take care that relationships we may form with people while conducting business on TTG's behalf do not lead to a situation in which impartiality or allegiances could be or appear to be compromised.
- (e) We will make sure that all transactions with all suppliers, customers and others doing business with TTG are conducted in a completely transparent and arms length manner without favour or preference based upon any personal considerations.





## **5. Ethical standards**

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TTG is committed to fostering a climate of ethical behaviour and business practice. Key issues which we will consider when making any decision on TTG's behalf are:

- (a) Is it the right thing to do?
- (b) Is the decision or contemplated business conduct lawful?
- (c) Is it consistent with Company policy?
- (d) What will be the outcome for TTG, shareholders, colleagues and other stakeholders?
- (e) Does a conflict of interest arise?
- (f) Is the decision one that would stand public examination and scrutiny?

## **6. Gratuities**

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We do not accept any substantial gifts such as trips away, anything which put us in a position of significant financial gain, or an item worth a significant amount of money, eg cameras, laptops, mobile phone and so on, in the course of conducting business on TTG's behalf.

## **7. Confidentiality**

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We will not disclose or use any confidential information that we obtain, unless we have been authorised to do so.

## **8. Health, safety and environment**

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- (a) The safety of all our people is of paramount concern to all of us at TTG and we will do all we can to maintain a safe working environment.
- (b) We will always have regard to matters of health and safety and observe all relevant law and regulations, and apply responsible standards.
- (c) If we become aware of any potential threat to anyone's health and safety, we will report it immediately.
- (d) We will always act in an environmentally responsible way.

## **9. Internal controls**

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- (a) We will not approve or make any payment on TTG's behalf except in accordance with Board-approved delegations, or with the intention that it is to be used or applied for a purpose other than what appears in the documents supporting the payment.
- (b) We will not establish undisclosed or unrecorded funds or assets for any purpose.
- (c) We will not make false or misleading entries in any books or records of TTG.



## **10. Harassment and discrimination**

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- (a) We are committed to providing all employees with a harmonious equal opportunity working environment free of harassment or discrimination.
- (b) Any one breaking this code will be subject to disciplinary action which may, depending on the circumstances, include dismissal proceedings.



## **Annexure 3**

### **Employee Share Trading Policy & Guidelines for Buying and Selling Securities**

#### **1. Introduction**

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- (a) These guidelines set out the policy on the sale and purchase of securities in TTG by its Directors and employees.
- (b) Directors of TTG (**Directors**) and employees are encouraged to be long-term holders of TTG's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.
- (c) The purpose of these guidelines is to assist Directors and employees to avoid conduct known as 'insider trading'. In some respects, TTG's policy extends beyond the strict requirements of the *Corporations Act*.

#### **2. Transactions covered by this policy**

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This policy applies to both the sale and purchase of any securities of TTG and its subsidiaries on issue from time to time.

#### **3. What is insider trading?**

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##### **3.1. Prohibition**

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of TTG's securities (ie, information that is 'price sensitive');
- (b) and that person:
  - (i) buys or sells securities in TTG; or
  - (ii) procures someone else to buy or sell securities in TTG; or
  - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of TTG.

##### **3.2. Examples**

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to affect materially the price of TTG's securities:

- (a) TTG considering a major acquisition or disposal of assets;
- (b) the threat of major litigation against TTG;



- (c) a material change in debt, liquidity or cash flow;
- (d) the granting (or loss) or a major contract;
- (e) management or business restructuring proposal;
- (f) a share issue proposal;
- (g) an agreement or option to acquire an interest in a mining tenement, or to enter into a joint venture or farm-in or farm-out arrangement in relation to a mining tenement; and
- (h) significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which TTG has an interest.

### 3.3. Dealing through third parties

A person does not need to be a Director or employee of TTG to be guilty of insider trading in relation to securities in TTG. The prohibition extends to dealings by Directors and employees through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as “**Associates**” in these guidelines).

### 3.4. Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from TTG to constitute inside information.

### 3.5. Employee share schemes

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

## 4. Guidelines for trading in TTG’s securities

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### 4.1. General rule

The time for any Director or employee to buy or sell Company securities is limited to the 15 day (15) period from the:

- (a) date of TTG’s Annual General Meeting;
- (b) release of the quarterly results announcement to the Australia Securities Exchange (**ASX**);
- (c) release of the half yearly results announcement to the ASX;
- (d) release of the preliminary final results announcement to the ASX; or
- (e) release of a disclosure document offering securities in TTG.



TTG may at its discretion vary this rule in relation to a particular period by general announcement to all employees either before or during the period.

However, if a Director or employee of TTG is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in TTG's securities at any time.

#### 4.2. **No short-term trading in TTG's securities**

Directors and employees should never engage in short-term trading of TTG's securities except for the exercise of options where the shares will be sold shortly thereafter.

#### 4.3. **Securities in other companies**

Buying and selling securities of other companies with which TTG may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that TTG is about to sign a major agreement with another company, they should not buy securities in either TTG or the other company.

#### 4.4. **Exceptions**

- (a) Directors and all employees may at any time:
- (i) acquire ordinary shares in TTG by conversion of securities giving a right of conversion to ordinary shares;
  - (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;
  - (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
  - (iv) acquire, or agree to acquire or exercise options under a Company Share Option Plan;
  - (v) withdraw ordinary shares in TTG held on behalf of the employee in an employee share plan where the withdrawal is permitted by the rules of that plan;
  - (vi) acquire ordinary shares in TTG as a result of the exercise of options held under an employee option scheme;
  - (vii) transfer securities of TTG already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
  - (viii) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of TTG) where the assets of the fund or other scheme are invested at the discretion of a third party;
  - (ix) where a restricted person is a trustee, trade in the securities of TTG by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;



- (x) undertake to accept, or accept, a takeover offer;
  - (xi) trade under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
  - (xii) dispose of securities of TTG resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
  - (xiii) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period and TTG has been in an exceptionally long prohibited period or TTG has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
  - (xiv) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.
- (b) TTG does have in place an active share or option plan. Accordingly:
- (i) it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs during one of the 4 week periods specified in paragraph 4.1; and
  - (ii) where the exercise price of options is being provided by a margin loan or other form of lending arrangement then there may be a risk that the employee or Director may need to sell shares to avoid providing additional capital or security to the lender in the event of a decrease in the value of the shares.

Were this to occur at a time when the person possessed inside information then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

#### 4.5. Notification of periods when Directors and employees can trade

The Company Secretary will endeavour to notify all Directors and employees of the times when they are permitted to buy or sell TTG's securities as set out in paragraph 4.1.



## 5. Approval and notification requirements

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### 5.1. Approval requirements – Directors

- (a) Any Director wishing to buy, sell or exercise rights in relation to TTG's securities must obtain the prior approval of the Chairman or the Board before doing so; or
- (b) If the Chairman wishes to buy, sell or exercise rights in relation to TTG's securities the Chairman must obtain the prior approval of the Board before doing so.

### 5.2. Approval requirements – Key Management Personnel

- (a) Any Key Management Personnel wishing to buy, sell or exercise rights in relation to TTG's securities must obtain the prior written approval of Chairman before doing so.
- (b) For the purpose of this policy, "**Key Management Personnel**" are defined as:
  - (i) any first line reports of the Chief Executive Officer and their direct reports; and
  - (ii) any other person designated by the Chairman as key management personnel on the basis that they have authority and responsibility for planning, directing and controlling the activities of TTG either directly or indirectly.

### 5.3. Notification

Any Director or employee who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities must notify the Company Secretary in writing of the details of the transaction within five (5) business days of the transaction occurring. This notification obligation operates at all times but does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.

### 5.4. Approvals to buy or sell securities

- (a) All requests to buy or sell securities must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- (b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

### 5.5. Director and Key Management Personnel sales of securities

Directors and executives need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (i.e. a volume that would represent a volume in excess of 20% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of TTG on the ASX for the preceding 20 trading days) by a Director, the Chief Executive Officer or other Key Management Personnel needs to be discussed with the Board and TTG's legal and financial advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.



**5.6. Exemption from trading window restriction due to exceptional circumstance**

A Director, employee or contractor who is not in possession of inside information in relation to TTG, may be given prior written clearance by the Chairman (or in the case of a Director the Chairman, or in the case of the Chairman all of the other members of the Board) to sell or otherwise dispose of Company securities outside of a trading window where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

**5.7. Severe financial hardship or exceptional circumstances**

- (a) The determination of whether a Director, employee or contractor is in severe financial hardship will be made by the Chairman and all of the Board in the case of the Chairman.
- (b) A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

**5.8. Financial hardship**

- (a) A Director, employee or contractor may be in severe financial hardship if they have a pressing financial commitment that can not be satisfied other than by selling the securities of TTG.
- (b) In the interests of an expedient and informed determination by the Chief Executive Officer, Chairman or Board of Directors, any application for an exemption allowing the sale of Company securities outside of the Trading Window based on financial hardship must be made in writing, be accompanied by a statutory declaration stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the persons accountant, bank and other such independent institutions.
- (c) Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

**5.9. Exceptional circumstances**

- (a) Exceptional circumstances may apply to the disposal of Company securities by a Director, employee or contractor if the person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell securities of TTG or there is some other overriding legal or regulatory requirement to do so.
- (b) Any application for an exemption allowing the sale of Company securities outside of the Trading Window based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation.
- (c) Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.





## **6. ASX notification for Directors**

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The ASX Listing Rules require TTG to notify the ASX within 5 business days after any dealing in securities of TTG (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of TTG. TTG has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

## **7. Effect of compliance with these guidelines**

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Compliance with these guidelines for trading in TTG's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in TTG's securities.



## Annexure 4 Risk Management Policy

### 1. Risk profile and management of risks

- (a) Risk is an inherent part of the TTG business.
- (b) TTG regards business risks as threats to the achievement of TTG objectives and goals and to the successful execution of its strategies.
- (c) The main risks faced by TTG are:

Key Risk	Comments
TTG depends on UnionPay Financial Network for a significant portion of its revenues	TTG Shenzhen has a long-term contract, and must maintain a close relationship, with UnionPay Financial Network. Any failure to maintain this close relationship could result in disputes with UnionPay Financial Network or failure to renew the contracts with reasonable terms and conditions, possibly resulting in TTG's revenues declining and operating results being materially and adversely affected.
TTG may not be able to prevent others from unauthorized use of its intellectual property	TTG relies on a combination of legislation and nondisclosure agreements to protect TTG's intellectual property rights, including the patent application for the Electronic Financial Authentication Program that is the subject of the Patent Application Assignment Agreement. Since this patent application is pending, there is no guarantee that a patent will be granted. Accordingly, TTG's current, and possible future, lack of actual or legislative patent protection may prevent TTG from being able to protect, or stop any unauthorized use of, TTG's intellectual property.
TTG's business depends substantially on TTG's management and other key personnel.	TTG 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 TTG's management or Directors were unable or unwilling to continue in their present positions, TTG's business, financial condition and results of operations may be materially adversely affected and employment costs may increase.
TTG's business benefits from certain government incentives.	The PRC government has recognised TTG Shenzhen as being a software company, such that it has been granted a full exemption of enterprise income tax for the first and second year following the first year in which TTG Shenzhen makes a profit, and a half exemption of enterprise income tax for the third through to fifth year thereafter. If TTG is unable to satisfy the stringent requirements imposed on its gross revenues, then these incentives may be reduced or eliminated at any time in the future.
Changes in technology could adversely affect TTG's business.	TTG'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. Accordingly, if TTG is not able to sufficiently resource such training, then TTG's ability to effectively compete in the market may suffer.
PRC regulations relating to offshore investment activities by PRC residents may increase TTG's administrative	TTG Shenzhen's shareholders who are PRC residents are in the process of registering with the local SAFE branch for the foreign exchange registrations of overseas investments. The Directors consider, with the advice from the PRC legal advisers, that the registration is a procedural matter.



Key Risk	Comments
burden and restrict TTG's overseas and cross-border investment activity.	The failure of TTG Shenzhen's PRC resident shareholders to complete or amend their SAFE registrations or the failure of future PRC resident shareholders to comply with the registration procedures set forth in the SAFE Circular No. 75 may subject such shareholders to fines and legal sanctions and limit TTG's ability to contribute capital to TTG Shenzhen, limit the ability of TTG Shenzhen to distribute dividends to TTG or otherwise materially and adversely affect the business of the TTG Group.
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.
TTG's Existing Holders can exert substantial control over TTG.	Immediately after the Offer, the Existing Holders will beneficially own approximately 99.684% of TTG's issued capital (assuming that the Minimum Subscription is raised) and approximately 99.370% assuming the maximum number of CDIs are issued under the Offer. Accordingly, if these Existing Holders act together, they would be able to exert a significant degree of influence over TTG'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 TTG's other Shareholders.

## 2. Risk oversight - the Audit and Risk Management Committee and the Board

- (a) The Audit and Risk Management Committee reviews and the Board approves:
- (i) TTG risk management strategy and policies;
  - (ii) TTG risk management framework, including key policies and procedures, including any changes to the risk management framework or any key risk policies and procedures; and
  - (iii) compliance with the endorsed risk management framework through monthly reporting to the Board.
- (b) Authority may be delegated to management where appropriate.
- (c) The Audit and Risk Management Committee regularly reviews business risks applicable to the business and ongoing operations. Additionally, the Audit and Risk Management Committee considers risk profiles as part of the annual strategy review and budget planning review. As part of the monitoring process, the Audit and Risk Management Committee is provided with management reports, documenting as applicable:
- (i) reports on exposures, non-compliance with key policies and general effectiveness of risk management systems, when necessary; and
  - (ii) results of independent reviews of the control environment, if and when conducted.



- (iii) Other information considered appropriate.
- (d) The Audit and Risk Management Committee is responsible for reviewing and approving all transactions in which TTG is a participant and in which any parties related to TTG, including its executive officers, Directors, beneficial owners of more than 5% of TTG's Shares, immediate family members of the foregoing persons and any other persons whom the Board determines may be considered related parties of TTG, has or will have a direct or indirect material interest.
- (e) The Audit and Risk Management Committee will only approve those related party transactions that are determined to be in, or are not inconsistent with, the best interests of TTG 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.

### **3. Compliance and control / assessment of effectiveness**

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- (a) The Board of TTG is aware of the inherent risks associated with its business and takes ultimate responsibility in relation to risk management. In addition, the Board has delegated certain activities to the Audit and Risk Management Committee, namely those of a primarily financial nature.
- (b) The Audit and Risk Management Committee's functions, which are set out in its charter, are to assist the Board in the exercise of its legal responsibilities with respect to the overall control and management of TTG. In particular the Audit and Risk Management Committee reviews and reports to the Board on matters including:
  - (i) the integrity of TTG financial and external reporting;
  - (ii) the external auditors' selection, scope and independence; and
  - (iii) the effectiveness and adequacy of management information and internal control structures.
- (c) The Audit and Risk Management Committee also plays a key role for the Board in overseeing management's application of the ASX Corporate Governance Council guidelines in respect of Financial Reporting and Risk oversight.

### **4. Risk management**

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- (a) TTG has employed senior management personnel. Accordingly, senior management are responsible for setting the policy and procedures to assist with the management of TTG risk profile. The management of operational risk and the implementation of mitigation measures is the responsibility of management or until TTG is of sufficient size, the Board.
- (b) The risk management and internal control systems within TTG encompass all policies, processes, practices and procedures established by management and/or the Board to provide reasonable assurance that:
  - (i) established corporate and business strategies and objectives are achieved;
  - (ii) risk exposure is identified and adequately monitored and managed;



- (iii) resources are acquired economically, adequately protected and managed efficiently and effectively in carrying out TTG business;
  - (iv) significant financial, managerial and operating information is accurate, relevant, timely and reliable; and
  - (v) there is an adequate level of compliance with policies, standards, procedures and applicable laws and regulations.
- (c) TTG does not currently employ any senior management personnel. Accordingly, the Audit and Risk Management Committee reviews the following matters until such a time when senior management are employed:
- (i) delegate approvals required under the risk management framework;
  - (ii) report risk management including operational issues, operational losses;
  - (iii) monitor operational control weaknesses and breakdowns, including fraud; and
  - (iv) monitor due diligence conducted for appointment and ongoing monitoring of outsourced arrangements.



## **Annexure 5**

### **Audit and Risk Management Committee Charter**

The Board of TTG has established an Audit and Risk Management Committee (**AR Committee**). The purpose for which the AR Committee has been established and the powers of the Committee are set out in this Audit and Risk Management Committee Charter (**Charter**).

#### **1. Role and objectives**

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- (a) The primary role of the AR Committee is to monitor and review, on behalf of the Board, the effectiveness of the control environment of TTG in the areas of operational and balance sheet risk, legal/regulatory compliance and financial reporting.
- (b) The overriding objective of the AR Committee is to provide an independent and objective review of financial and other information prepared by TTG, in particular that to be provided to members and/or filed with regulators, including:
  - (i) overseeing TTG discharge of its responsibilities with respect to:
    - (A) the financial statements, financial report and annual report;
    - (B) legal/regulatory compliance;
    - (C) protection of capital; and
    - (D) risk management systems,
  - (ii) overseeing TTG relationship with external auditors; and
  - (iii) determining the independence of the external auditors and the policy for audit partner rotation.
- (c) The AR Committee is also responsible for the review of TTG's risk management program.
- (d) The AR Committee meets and receives regular reports from its external auditors concerning matters that arise in connection with their audit. The AR Committee is also responsible for review of performance and nomination of the external auditors.

#### **2. Membership of the AR Committee**

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- (a) Unless otherwise determined by the Board, the AR Committee is to be comprised of a majority of non-executive Directors and a minimum of 2 independent Directors. It is intended that a majority of the AR Committee at any time will be independent Directors such that they are independent of management and free of any conflicts, business or other relationship that could materially interfere with – or could reasonably be perceived to interfere with – the exercise of their unfettered and independent judgement.
- (b) The Chair should be an independent Director and not the Chair of the Board of Directors. The Board will appoint the Chair of the AR Committee.
- (c) The current members of the AR Committee are:



- (i) Mr Chris Ryan (Chair of the Committee);
  - (ii) Mr Ross Benson; and
  - (iii) Mr Kwok Kin Kwong Gary.
- (d) Other non-executive Directors who are not AR Committee members may attend meetings of the AR Committee should they wish. The external auditors and other officers of TTG may attend meetings of the AR Committee by invitation.
- (e) All persons appointed to the AR Committee will be financially literate (able to read and understand financial statements) and have sufficient financial knowledge and understanding to allow them to discharge their responsibilities.
- (f) The Board will review the membership and charter of the AR Committee annually.

### **3. Administrative matters**

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- (a) It is intended that the AR Committee will meet at least 3 times each year, or as often as the AR Committee members deem necessary in order to fulfil their role and objectives set out in this Charter.
- (b) Except as set out in this Charter, the AR Committee is subject to the Board's general policy for engaging or seeking advice from financial and legal advisers.
- (c) The Company Secretary will attend all AR Committee meetings as minute secretary. All minutes of the AR Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director.

### **4. Reporting**

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- (a) It is intended that a report of the actions of the AR Committee and/or a copy of the minutes of the AR Committee meeting will be included in the Board papers for the Board meeting next following a meeting of the AR Committee.
- (b) The Chair will, if requested, provide a brief oral report as to any material matters arising out of the AR Committee meeting. All Directors may, within the Board meeting, request information of members of the AR Committee.

### **5. Responsibilities and functions**

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#### **5.1. Overview**

The AR Committee's key responsibilities and functions are to:

- (a) oversee TTG relationship with the external auditor (including forming a policy on the provision of non-audit services and the rotation of external auditor personnel on a regular basis) and the external audit function generally;
- (b) oversee the adequacy of the control processes in place in relation to the preparation of financial statements and reports;
- (c) oversee the adequacy of the TTG financial controls and systems; and



- (d) oversee the process of identification and management of business, financial and commercial risks (other than credit and trading (financial market) risk).

**5.2. Audit**

- (a) The AR Committee's specific function on audit is to review and report to the Board that:
  - (i) the system of control, which management has established, effectively safeguards the assets of TTG;
  - (ii) processes are in place such that accounting records are properly maintained in accordance with statutory requirements; and
  - (iii) processes exist to reasonably guarantee that financial information provided to investors and the Board is accurate and reliable.
- (b) The following are intended to form part of the normal procedures for the AR Committee's audit responsibility:
  - (i) recommending to the Board the appointment and removal of the external auditors and reviewing the terms of engagement;
  - (ii) approving the audit plan of the external auditors;
  - (iii) monitoring the effectiveness and independence of the external auditors;
  - (iv) obtaining assurances that the audit is conducted in accordance with the Auditing Standards and all other relevant accounting policies and standards;
  - (v) providing recommendations to the Board as to the role of the internal auditor/internal audit function, if any;
  - (vi) reviewing and appraising the quality of audits conducted by TTG external auditors and confirming their respective authority and responsibilities;
  - (vii) monitoring the relationship between management and the external auditors;
  - (viii) evaluating the adequacy, effectiveness and appropriateness of TTG administrative, operating and accounting control systems and policies;
  - (ix) reviewing and evaluating controls and processes in place to ensure compliance with approved policies, controls, and with applicable accounting standards and other requirements relating to the preparation and presentation of financial results;
  - (x) overseeing TTG financial reporting and disclosure processes and the outputs of that process;
  - (xi) determining the reliability, integrity and effectiveness of accounting policies and financial reporting and disclosure practices; and
  - (xii) reviewing (in consultation with management and external auditors) the appropriateness of the accounting principles adopted by management in the





composition and presentation of financial reports and approving all significant accounting policy changes.

**5.3. Risk and compliance**

- (a) The AR Committee's specific function with respect to risk management is to review and report to the Board that:
  - (i) TTG's ongoing risk management program effectively identifies all areas of potential risk;
  - (ii) adequate policies and procedures have been designed and implemented to manage identified risks;
  - (iii) a regular program of audits is undertaken to test the adequacy of and compliance with prescribed policies; and
  - (iv) proper remedial action is undertaken to redress areas of weakness.
- (b) The following are intended to form part of the normal procedures for the AR Committee's risk responsibility:
  - (i) evaluating the adequacy and effectiveness of the management reporting and control systems used to monitor adherence to policies and guidelines and limits approved by the Board for management of balance sheet risks;
  - (ii) evaluating the adequacy and effectiveness of TTG financial and operational risk management control systems by reviewing risk registers and reports from management and external auditors;
  - (iii) evaluating the structure and adequacy of TTG own insurances on an annual basis;
  - (iv) reviewing and making recommendations on the strategic direction, objectives and effectiveness of TTG financial and operational risk management policies;
  - (v) overseeing the establishment and maintenance of processes to ensure that there is:
    - (A) an adequate system of internal control, management of business risks and safeguard of assets; and
    - (B) a review of internal control systems and the operational effectiveness of the policies and procedures related to risk and control;
    - (C) evaluating TTG exposure to fraud and overseeing investigations of allegations of fraud or malfeasance;
    - (D) reviewing TTG main corporate governance practices for completeness and accuracy;
    - (E) overseeing the proper evaluation of the adequacy and effectiveness of TTG legal compliance control systems; and



- (F) providing recommendations as to the propriety of related party transactions.

## **6. Review**

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The Board will, at least once in each year:

- (a) review the membership and charter of the Committee to determine its adequacy for current circumstances. Where necessary, the Board, upon the recommendation of the Committee, may by resolution, alter the responsibilities, functions or membership of the Committee. The Committee may also recommend to the Board the formal adoption of the revised charter for future operations of the Committee; and
- (b) oversee the preparation of any report or other disclosures to be included in TTG annual report or other communications to shareholders relating to the external auditors and TTG financial statements.



## **Annexure 6 Nomination and Remuneration Committee Charter**

The full Board considers those matters that would usually be the responsibility of a Nomination and Remuneration Committee (**NR Committee**). Accordingly any reference to the TTG NR Committee in this Charter should be taken as reference to the TTG Board.

The Nomination and Remuneration Charter (**NR Charter**) has been adopted by the Board to assist it in fulfilling its duties.

### **1. Role and objectives**

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- (a) The Board will undertake the role of the NR Committee including relating to the appointment and remuneration of the non-executive Directors, CEO, Company Secretary, CFO, and other senior executives and employees of TTG.
- (b) Initially the Board is responsible for recommending remuneration practices and policies.
- (c) The objectives of the Board in relation to these roles include:
  - (i) to review, assess on the necessary and desirable competencies of the non-executive members of the Board of Directors;
  - (ii) to develop succession plans for the Board and to oversee development by management of succession planning for senior executives; and
  - (iii) to review remuneration practices and policies.

### **2. Membership of the NR Committee**

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- (a) The full Board fulfils the function of the NR Committee.
- (b) The chair of the NR Committee is Mr Lan Jun.

### **3. Administrative matters**

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The Board will consider these Nomination and Remuneration issues as often as deemed required. It is intended that this will occur at least once a year.

### **4. Reporting**

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- (a) The TTG NR Committee Chair will prepare a report of the actions of the TTG NR Committee to be included in the Board papers for the Board meeting next following a meeting of the TTG NR Committee.
- (b) The TTG NR Committee Chair will also, if requested, provide a brief oral report as to any material matters arising out of the TTG NR Committee meeting. All Directors will be permitted, within the Board meeting, to request information of the TTG NR Committee Chair or members of the TTG NR Committee.



## 5. Responsibilities and functions

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The TTG NR Committee will be responsible for:

- (a) determining, reviewing and making recommendations to the Board on:
  - (i) the total level of remuneration of non-executive Directors and for individual fees for non-executive Directors and the Chair, including any additional fees payable for membership of Board Committees;
  - (ii) the total remuneration package for the CEO, Company Secretary, and the CFO, including short term and long term incentives;
  - (iii) management succession planning in regard to the CEO, Company Secretary, and the CFO;
- (b) reviewing and approving management recommendations on remuneration practices and policies, and the remuneration of employees generally;
- (c) reviewing the performance targets for senior management and, where appropriate, making recommendations to the Board regarding their approval;
- (d) reviewing management succession planning for TTG in general and, where appropriate, making recommendations to the Board regarding their approval;
- (e) reviewing the appointments and terminations to senior management positions and, where appropriate, making recommendations to the Board regarding their approval;
- (f) reviewing TTG obligations on matters such as superannuation and other employment benefits and entitlements.
- (g) reviewing and making recommendations to the Board regarding the appointment of non-executive Directors, including attending to the following matters:
  - (i) periodically assessing the appropriate mix of skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board;
  - (ii) establishing processes for the identification of suitable candidates for appointment to the Board, including, establishing criteria for Board membership, engaging appropriate search firms to assist in identifying potential candidates,and where appropriate, nominating appropriate candidates for non-executive directorship.
- (h) monitoring the length of service of current Board members, considering succession planning issues and identifying the likely order of retirement by rotation of non-executive Directors;
- (i) establishing processes for the review of the performance of individual non-executive Directors, the Board as a whole and the operation of Board Committees;



- (j) designing induction and ongoing training and education programs for the Board to ensure that non-executive Directors are provided with adequate information regarding the operations of the business, the industry and their legal responsibilities and duties; and
- (k) monitoring Board members and senior executives to ensure no transactions in associated products are entered into which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

## **6. Review**

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The Board will, at least once per year, review the membership and charter of the TTG NR Committee to determine its adequacy for current circumstances. Where necessary the Board may by resolution, alter the responsibilities, functions or membership of the TTG NR Committee. The TTG NR Committee may also recommend to the Board the formal adoption of the revised charter for future operations of the TTG NR Committee.



## Annexure 7 Continuous Disclosure Policy and Communications Strategy

### 1. Introduction

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The Board recognises its duty to ensure that its shareholders are informed of all major developments affecting TTG's state of affairs.

Furthermore, TTG respects the rights of its shareholders and to facilitate the effective exercise of those rights, the Company is committed to:

- (a) communicating effectively with shareholders;
- (b) providing shareholders with ready access to balanced and understandable information about the Company and corporate proposals; and
- (c) making it easier for shareholders to participate in general meetings of the Company.

### 2. Definitions

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General terms and abbreviations used in this policy statement have the following meaning set out below.

**CEO** Chief Executive Officer, who may also be the Managing Director

**Chairman** the Chairman of the Board of Directors

**Company Secretary** the Company Secretary of the Company

**Corporations Act** the *Corporations Act 2001* (Cth)

**Director** a director of TTG

**TTG or the Company** TTG Mobile Coupon Services Limited ARBN 158 702 400

**Listing Rules** the Listing Rules of the ASX Limited

**Officer** a senior executive of TTG

This Policy provides that information will be communicated to shareholders and the market through:



- (a) the Annual Report which is distributed to shareholders (usually with the Notice of Annual General Meeting);
- (b) the Annual General Meeting and other general meetings called to obtain shareholder approvals as appropriate;
- (c) the Half-Yearly Directors' and Financial Reports;
- (d) Quarterly Activities and Cash Flow Reports;
- (e) other announcements released to ASX as required under the continuous disclosure requirements of the Listing Rules and other information that may be mailed to shareholders.

### 3. Communication channels

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The Company will actively promote communication with shareholders through a variety of measures, including the use of TTG's website and email. The Company's reports and, if and when listed on ASX Limited, ASX announcements will be available for viewing and downloading from its website: [www.ttg.hk](http://www.ttg.hk) or the ASX website: [www.asx.com.au](http://www.asx.com.au) under ASX code "TUP".

The Board encourages full participation of shareholders at Annual General Meetings and general meetings and uses these meetings to assist shareholders in understanding TTG's objectives and strategies in relation to its business activities.

TTG's Annual Report is the main vehicle for communicating with shareholders on the activities and performance of the Company in the previous 12 months. The Annual Report will be posted on TTG's website and will be downloadable.

In accordance with the Listing Rules, the Company will notify the ASX immediately of information:

- (a) concerning TTG that a **reasonable person** would expect to have a **material effect** on the price or value of TTG's securities; and
- (b) that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of TTG's securities.

This also applies to information that the market requires to correct or prevent a false market where trading in TTG's securities occurs in the absence of material price-sensitive information; or on the basis of information that is inaccurate or misleading. In such a circumstance, and in compliance with the Listing Rules, TTG will give the ASX the information needed to correct or prevent the false market.



#### **4. Determining “disclosable” information**

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In accordance with legal, statutory and ASX listing requirements (particularly Listing Rule 3.1), TTG will disclose all information concerning it, of which it is or becomes aware, that a reasonable person would expect to have a material effect on the price or value of its securities.

Information will be taken to have a material effect on the price or value of TTG’s securities if a reasonable person would expect the information to, or be likely to, influence persons who commonly invest in securities in deciding whether or not to trade the securities.

The Company Secretary, in consultation with the Chairman, has responsibility for determining whether a particular piece of information is material or falls within the exception, otherwise the information should be provided to the ASX for a determination.

#### **5. Continuous disclosure compliance**

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The Company Secretary has responsibility for:

- (a) ensuring employees (including Directors and Officers) receive a copy of this policy statement as well as a copy of Guidance Note 8 of the Listing Rules, which highlights the general principles and obligations set out in Chapter 3 of the Listing Rules pertaining to Continuous Disclosure;
- (b) conducting education sessions for new staff members;
- (c) ensuring that TTG has an effective reminder system regarding the obligations of employees to notify the Company Secretary of matters that may be disclosable under this Policy, and to otherwise comply with this Policy. This may be via email, in staff meetings or by refresher courses conducted annually;
- (d) including in the reminder system a requirement that all staff members report potential breaches of this policy directly to the Company Secretary; and
- (e) ensuring that Directors and Officers are briefed in detail regarding the continuous disclosure regime.

#### **6. Disclosure agreements**

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All Directors have, and new Directors shall, enter into a Director Disclosure Agreement with TTG (as set out in Guidance Note 22 of the Listing Rules). The Company Secretary is to maintain records of signed copies of these agreements.

#### **7. Release of ASX announcements**

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TTG recognises that non-public, material information (which may include positive as well as negative information affecting the prospects for TTG), must be released in a timely manner and when released, must be made broadly available to the market. Accordingly, all new material information in the first instance will be released to the ASX.

The procedure for the release of ASX announcements is as follow:





- (a) the Board shall review and provide written approval to the Company Secretary in respect of all key announcements prior to release to the market;
- (b) any relevant parties named in the announcement shall review for factual accuracies in respect of information attributable to them and provide written consent for inclusion of the names in the announcement to the Company Secretary;
- (c) the Chairman (and in his absence the Company Secretary) is to give the final sign-off before release to the ASX;
- (d) all announcements are to be released electronically by the Company Secretary;
- (e) after confirmation of the release has been obtained from ASX, the Company Secretary will circulate the release to all Directors and Officers of TTG;
- (f) all announcements released are to be posted on the Company website as soon as practicable; and
- (g) the Company Secretary is to maintain a register and copy of all announcements released.

As a policy matter, TTG will not comment on rumours unless, in the circumstances, this would amount to a breach of Listing Rule 3.1B or other applicable laws.

## **8. Dealing with the media and analysts**

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All media enquiries relating to TTG are to be coordinated by the Company Secretary, in consultation, with the CEO and Chairman. Media comment will be made only by the Chairman, the CEO or other authorised Company spokesperson.

The CEO in consultation with the Chairman will approve all press releases referring to material issues prior to release.

TTG will actively seek to provide private briefings to analysts, institutions and stockbrokers to enhance their understanding of the Company. However, these private briefings must not involve the disclosure of price-sensitive information. If any new information is provided in the presentation, a copy must be lodged with the ASX prior to that meeting. If price-sensitive information is inadvertently disclosed at a private briefing, then the information must be announced to the ASX as soon as practicable.

If an analyst asks a question at a private briefing which touches on a price-sensitive area, then the TTG spokesperson can only use publicly available information in the answer. Where this is not possible, then the TTG spokesperson should decline to answer the question or take it on notice and answer it after a general disclosure to the ASX has been made. As such, at any private briefing at least two executives should be present and a detailed record of the meeting be taken.

In respect of telephone conversations with investors, analysts and the media, a record should be made of the conversation.



## **9. Dealing with shareholders**

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TTG will use annual general and other general meetings to communicate with shareholders about its financial performance and business strategy. At all shareholder meetings, TTG will actively encourage and allow a reasonable opportunity for shareholder participation.

In all other cases, depending on the nature of the enquiry, the CEO, Company Secretary or Share Registry will deal with private shareholder enquiries.

## **10. Disclosure of information**

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This policy will be made available, and updated as required, on TTG's website in a clearly marked corporate governance section.