

This booklet contains the Notice of Annual General Meeting for

SML CORPORATION LIMITED

(Incorporated in Bermuda with registered number 46992)
ARBN 161 803 032

NOTICE OF ANNUAL GENERAL MEETING

on Thursday 20 November 2014 commencing at 11 am AEDT
at the offices of Grant Thornton Audit Pty Ltd,
The Rialto, Level 30, 525 Collins Street, Melbourne, VIC 3000

**Resolutions relating
to Business of the
Annual General Meeting
of the Company**

Ordinary business

Financial report

To receive the consolidated financial report of the Company for the year ended 30 June 2014 ("Group Accounts") and the reports of the directors and the auditor on the Group Accounts.

Resolution 1 - Election of Director – Kiat Poh

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

“That, Kiat Poh, who retires by rotation in accordance with the Company’s Bye-laws and, being eligible, offers himself for re-election, be re-elected as a Director.”

Resolution 2 - Election of Director- Kim Chian Freddie Heng

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

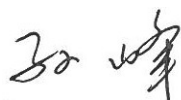
“That, Kim Chuan Freddie Heng, who retires by rotation in accordance with the Company’s Bye-laws and, being eligible, offers himself for re-election, be re-elected as a Director.”

Resolution 3 – Re-appointment of Auditor

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

“That, Messrs Grant Thornton Audit Pty Ltd be and hereby are appointed as Auditors of the Company until the conclusion of the next annual general meeting at a fee to be agreed by the Directors.”

By order of the Board



Feng Sun
Chairman

Dated: 20 October 2014

**Notice of Meeting
Explanatory
Memorandum**

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of SML Corporation Limited (“the Company”) in relation to the business to be conducted at the Annual General Meeting to be held at the offices of **Grant Thornton Audit Pty Ltd, The Rialto, Level 30, 525 Collins Street, Melbourne, Victoria at 11 am AEDT on Thursday, 20 November 2014.**

All shareholders on the Company’s share register as at 7.00 pm AEDT on Tuesday 18 November 2014 are eligible to vote on the resolutions put forward at this Annual General Meeting.

Purpose of Explanatory Memorandum

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions and Shareholders should seek their own financial or legal advice.

ASX

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASX pursuant to the Listing Rules. Neither ASX nor any of its officers take any responsibility for the contents of the Notice and Explanatory Memorandum.

Ordinary business

Accounts

A representative from the Company’s auditor, Grant Thornton Audit Pty Ltd, will attend the meeting and shareholders will be provided with a reasonable opportunity as a whole to ask the auditor questions relevant to the conduct of the audit and the preparation and content of the Auditor’s Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders will not be provided with a hard copy of the Group Accounts with the Annual Report unless specifically requested to do so. Shareholders are entitled at any time by giving notice in writing to the Company’s share registry, Boardroom Pty Limited, to elect to receive a hard copy of the Company’s Annual Report. The Company will, within seven (7) days upon receiving your request, send a hard copy of the Company’s Annual Report to you. A copy of the Annual Report is available on the Company’s website at www.smlcorporation.com.

Resolutions

Resolutions 1 to 2: Re-election of Directors

1. Kiat Poh, a director of SML Corporation Limited, retires by rotation in accordance with the Company’s Bye-laws and, being eligible, offers himself for re-election.

Mr. Poh holds Certified Diploma in Accounting and Finance from ACCA, UK, Diploma in Management Studies from the Singapore Institute of Management, and a Diploma in Civil Engineering from the Singapore Polytechnic. He has over 30 years’ experience at senior management level in the construction, real estate development, manufacturing industries and financial markets. Over the years, he also held senior positions in corporate finance and mezzanine capital investment companies in

Malaysia specialising in investments as well as mergers and acquisitions. From 1998 to 2005, he was Managing Director of a Singapore Exchange listed company. Since 2005, Mr. Poh has been managing a Singapore based investment advisory company that focuses on participating in strategic stakes in listed companies. He has been a non-executive director of Centrex Metals Limited, a company listed on ASX since May 2008. He has no former directorships during the last three (3) years save and except for his past directorship in Synergy Metals Limited.

Your Directors (other than Mr. Poh) recommend that shareholders vote in favour of the resolution.

2. Kim Chuan Freddie Heng, a director of SML Corporation Limited, retires by rotation in accordance with the Company's Bye-laws and, being eligible, offers himself for re-election.

Mr. Heng is a Chartered Accountant, BSc (Economics) from the London School of Economics. He worked with an international accounting firm in London and Singapore. From 1992 to 2000, he was an Executive Director (Finance) in a Singapore Exchange listed company. During that period he oversaw the structuring of four oil pipeline and storage depot projects in Indonesia. He also oversaw the successful issue of floating rate notes to financial institutions in East Asia to fund the first of those projects. Since 2000, Mr. Heng has pursued his own interests in investments, primarily in listed companies. Mr. Heng is currently a director of Noel Gifts International Limited, a company listed on the Singapore Exchange. He has no former directorships during the last three (3) years save and except for his past directorship in Synergy Metals Limited.

Your Directors (other than Mr. Heng) recommend that shareholders vote in favour of the resolution.

Resolution 3: Re-appointment of Auditor

Under the Company's Bye-laws 158, the Members shall appoint an auditor to hold office until the close of the next annual general meeting. In addition, under the Company's Bye-law 160, the remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.

Pursuant to Resolution 6, approval is sought for the re-appointment of Grant Thornton Audit Pty Ltd as the Company's auditors until the close of the next general meeting at a fee to be determined by the Directors.

The Board of Directors recommend that shareholders vote in favour of the resolution.

INFORMATION FOR VOTING SHAREHOLDERS

Voting entitlements

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a Shareholder if that person is registered as a holder of Shares at **7 pm AEDT on Tuesday 18 November 2014**.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (in which case any fraction of votes will be disregarded).

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) must be completed and returned to the Company no later than **11 am AEDT on Tuesday 18 November 2014** by:

- posting it to Boardroom Pty Limited GPO Box 3993 Sydney NSW 2011; or
- faxing it to Boardroom Pty Limited at facsimile +61 2 9290 9655.
- In person: Level 7, 207 Kent Street, Sydney NSW 2000

Any Proxy Form received after that time will not be valid for the scheduled meeting.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Company's Bye-laws and the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. The proxy may, but need not, be a Shareholder of the Company.

A proxy form is attached to this Notice of Meeting.

Statement regarding undirected proxies

As disclosed on the proxy form it is the intention of the Chair of the Meeting to vote any undirected proxies in favour of all resolutions except where the Chair is prohibited by the Act. Pursuant to the Listing Rules the proxy form is required to contain certain disclosures regarding the voting intentions of the Chair regarding undirected proxies. Shareholders are advised to read the proxy form carefully.

Corporate representatives

Any corporation which is a Shareholder of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair of the Meeting) a natural person to act as its representative at the Meeting.

Voting entitlement

On a poll, Shareholders have one vote for every fully paid ordinary share held.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am AEDT on Tuesday, 18 of November, 2014.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am AEDT on Tuesday, 18th of November, 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

SML Corporation Limited

ARBN 161 803 032

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Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **SML Corporation Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Offices of Grant Thornton Audit Pty Ltd, The Rialto, Level 30, 525 Collins Street, Melbourne, VIC 3000 on Thursday, 20 of November, 2014 at 11:00am AEDT** and at any adjournment of that meeting, to act 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.

The Chair of the Meeting intends to vote undirected proxies, except where the Chair is prohibited, in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To re-elect Kiat Poh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Kim Chian Freddie Heng as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014