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**SHERWIN IRON LIMITED**

ABN 98 009 075 861

**NOTICE OF GENERAL MEETING**

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The General Meeting of the Company will be held at Suite 4, 4 Shepherd St, Darwin on Tuesday 5 August 2014 at 11am (Darwin time).

Shareholders are urged to attend or vote by lodging the proxy form attached to this Notice

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## SHERWIN IRON LIMITED

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### NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Sherwin Iron Limited (Company) will be held at Suite 4, 4 Shepherd St, Darwin on Tuesday 5 August 2014 at 11am (Darwin time).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday 4 August 2014 at 7.00pm (Darwin time).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

### AGENDA

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#### 1. Resolution 1 – Election of Jerry Ren

To consider, and if thought fit, pass as an ordinary resolution with or without amendment the following:

*"That Mr Jerry Ren be appointed a director of the company".*

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#### 2. Resolution 2 – Removal of Rodney Illingworth as a Director

To consider, and if thought fit, pass as an ordinary resolution with or without amendment the following:

*"That, subject to Resolution 1 being passed, Mr Rodney Illingworth be removed as a director of the company."*

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#### 3. Resolution 3 – Election of Mr Roy McKelvie

To consider, and if thought fit, pass as an ordinary resolution with or without amendment the following:

*"That Mr Roy McKelvie be appointed a director of the company."*

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#### 4. Resolution 4 – Removal of Peter Heading as a Director

To consider, and if thought fit, pass as an ordinary resolution with or without amendment the following:

*"That, subject to Resolution 3 being passed, Mr Peter Heading be removed as a director of the company."*

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## **5. Resolution 5 – Election of Mr Lachlan Douglas**

To consider, and if thought fit, pass as an ordinary resolution with or without amendment the following:

*"That Mr Lachlan Douglas be appointed a director of the company."*

Dated: 26 June 2014  
By Order of the Board

**Brett Crowley**  
**Company Secretary**

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# **SHERWIN IRON LIMITED**

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## **EXPLANATORY MEMORANDUM**

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### **Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 4, 4 Shepherd St, Darwin on Tuesday 5 August 2014 at 11am (Darwin time).

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### **Background**

The directors have called this Meeting as a result of having received a notice (the "Notice") given to the Company pursuant to section 249D(1) of the Corporations Act by shareholders who, between them, are holders of approximately 78% of the issued capital of the Company. Those shareholders are Jerry Ren, Citizen International Investments Pte Ltd and Citizen International Investment Limited.

The Notice requested that the resolutions set out above in the Notice of General Meeting be put to the Meeting.

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#### **1. Resolution 1 – Election of Jerry Ren**

Mr Jerry Ren has been nominated as a director in a notice given to the company pursuant to section 249D(1) of the Corporations Act and, being eligible, offers himself for election as a Director.

#### **2. Resolution 2 – Removal of Rodney Illingworth as a Director**

In accordance with a notice received by the company pursuant to section 249D(1) of the Corporations Act, it is proposed that Mr Rodney Illingworth be removed as a director.

#### **3. Resolution 3 – Election of Mr Roy McKelvie as a Director**

Mr Roy McKelvie has been nominated as a director in a notice given to the company pursuant to section 249D(1) of the Corporations Act and, being eligible, offers himself for election as a Director.

#### **4. Resolution 4– Removal of Peter Heading as a director**

In accordance with a notice received by the company pursuant to section 249D(1) of the Corporations Act, it is proposed that Mr Peter Heading be removed as a director.

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## 5. Resolution 5 – Election of Mr Lachlan Douglas as a Director

Mr Lachlan Douglas has been nominated as a director in a notice given to the company pursuant to section 249D(1) of the Corporations Act and, being eligible, offers himself for election as a Director.

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## Action to be Taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

### Schedule 1 – Definitions

In the Notice and Explanatory Memorandum:

**Board** means the board of Directors.

**Company or Sherwin Iron** means Sherwin Iron Limited ABN 98 009 075 861.

**Director** means a director of the Company and **Directors** means the directors of the Company.

**Explanatory Memorandum** means the explanatory memorandum to the Notice.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means this notice of meeting.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution contained in this Notice.

**Shareholder** means a shareholder of the Company.

In the Notice and Explanatory Memorandum, words importing the singular include the plural and vice versa.

# SHERWIN IRON LIMITED

ABN 98 009 075 861

## PROXY FORM

The Company Secretary  
Sherwin Iron Limited  
Suite 4,  
4 Shepherd St,  
Darwin NT 0801

**For information on returning this proxy form please see instructions over the page.**

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being a Shareholder/Shareholders of the Company and entitled to \_\_\_\_\_

votes in the Company, hereby appoint<sup>2</sup> \_\_\_\_\_

or failing such appointment the chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at Suite 4, 4 Shepherd St, Darwin on Tuesday, 5 August 2014 at 11am (Darwin time) and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit.

### INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

#### IMPORTANT:

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If the chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on the resolutions please tick this box. By marking this box you acknowledge that the chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of a resolution. If you do not mark this box, and you have not directed your proxy how to vote, the chairman of the Meeting will not cast your votes on any resolution and your votes will not be counted in computing the required majority if a poll is called on this Resolution.

The chairman of the Meeting intends to vote undirected proxies against each of the Resolutions.

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Election of Jerry Ren as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Rodney Illingworth as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Roy McKelvie as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Peter Heading as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Lachlan Douglas as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_\_  
Date

<sup>1</sup>Insert name and address of Shareholder

<sup>2</sup>Insert name and address of proxy

\*Omit if not applicable

**Proxy Notes:**

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

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

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate 'Certificate of Appointment of Representative' should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

**Return of Proxy Forms**

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Company's office as below not less than 48 hours prior to the time of commencement of the General Meeting (Darwin time).

By post:  
The Company Secretary  
Sherwin Iron Limited  
Suite 4,  
4 Shepherd St,  
Darwin NT 0801

By fax:  
02 92333307