

# **DYNASTY**

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## **RESOURCES LIMITED**

### **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

The Annual General Meeting of  
Dynasty Resources Limited  
ACN 110 385 709

to be held at:  
BDO  
Level 11, 1 Margaret Street  
Sydney NSW Australia  
2:00 pm on Friday 17 November 2017

Dynasty Resources Limited  
ACN 110 385 709  
**NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of members of Dynasty Resources Limited (the **Company**) will be held at BDO, Level 11, 1 Margaret Street, Sydney NSW Australia at 2:00 pm Sydney Time on Friday, 17 November 2017.

**Ordinary Business**

**1. Financial Statements and Reports**

To receive the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 30 June 2017.

**2. Resolution 1: Non-binding resolution to adopt the Remuneration Report**

To consider, and if thought fit, pass the following resolution as a **non-binding resolution**:

*"That the Directors' Remuneration Report for the year ended 30 June 2017 be and is hereby adopted for the purposes of the Corporations Act 2001(Cth)".*

**NOTE:** this Remuneration Report commences on page 13 of the 2017 Annual Report in accordance with Section 250R(3) of the *Corporations Act 2001(Cth)*.

**Voting Exclusion Statement**

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following:

- a) Key Management Personnel; and
- b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- a) Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- b) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

**3. Resolution 2: Ordinary resolution to elect Mr Ken Charteris as a Director**

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

*"That Mr Ken Charteris, retiring in accordance with Article 13.5 of the Company's Constitution, be elected as a director of the Company".*

Note: The qualifications and experience of Mr Ken Charteris is provided in the 2017 Annual Report tabled at this Annual General Meeting.

**4. Resolution 3: Ordinary resolution to elect Mr Bin Wang as a Director**

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

*"That Mr Bin Wang, retiring in accordance with Article 13.2 of the Company's Constitution, be elected as a director of the Company".*

Note: The qualifications and experience of Mr Bin Wang is provided in the 2017 Annual Report tabled at this Annual General Meeting.

**Other Business**

To transact any other business which may be legally brought before an Annual General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

By Order of the Board,



Henry Kinstlinger  
Company Secretary  
17 October 2017

**This Notice of Meeting is accompanied by an Explanatory Statement that explains the purpose of the Meeting and the resolutions to be considered at the meeting.**

Dynasty Resources Limited  
ACN 110 385 709  
**EXPLANATORY STATEMENT**

This Explanatory Statement is intended to provide shareholders of Dynasty Resources Limited (**the Company** or **DMA**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

## **1. Financial Statements and Reports**

The *Corporations Act 2001* (Cth) requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the *Corporations Act 2001*(Cth) nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2017.

In addition, shareholders may, at the meeting, ask questions of the auditor in relation to the following matters;

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's Annual Financial Report on the Company's website [www.dmaltd.com.au](http://www.dmaltd.com.au).

## **2. Resolution 1 – Adoption of Directors' Remuneration Report**

In accordance with Section 250R(2) of the *Corporations Act 2001* (Cth), a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. The Remuneration Report is set out in the Company's year 2017 Annual Report and is also available from the Company's website [www.dmaltd.com.au](http://www.dmaltd.com.au).

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including Chief Executive Officer.

If the Company's Remuneration Report resolution receives 'NO' votes of 25% or more of the votes cast at the meeting, the Company's subsequent remuneration report will include a report on actions taken by the Board in the Company's next annual report.

The Board will take the outcome of the vote, even if it received a less than 25% 'NO' vote into consideration when reviewing the Company's remuneration policy. A 'NO' vote of 25% or more **was not** received at the Company's 2016 Annual General Meeting.

**3. Resolutions 2 and 3 – Election of Mr Ken Charteris and Mr Bin Wang as Directors**

The Company's Constitution requires one-third of the Directors (other than alternate Directors and the Managing Director) retire at the AGM (retirement by rotation). If eligible, the retiring Director may offer himself for re-election. Accordingly, Mr Bin Wang has agreed to retire by rotation as a Director of the Company at the AGM and, being eligible, offers himself for re-election.

The Company's Constitution also provides that where a Director was appointed during the year, the Director only holds office until the next AGM. If eligible, the Director may offer themselves for election. Accordingly, Mr Ken Charteris who was appointed by the Board on 3 February 2017, will cease to hold office at the AGM and, being eligible, offers himself for election.

Information on the skills and experience for each of Mr Wang and Mr Charteris is set out in the Company's 2017 Annual Report.

**Board recommendation**

Those of the Company's directors who are not the subject of a re-election resolution, support the re-election of Mr Wang and Mr Charteris.

**DYNASTY RESOURCES LIMITED**

**ACN 110 385 709**

**GENERAL MEETING OF SHAREHOLDERS PROXY FORM**

**Please complete, sign and return this document to:**

To: The Company Secretary  
Dynasty Resources Limited  
C/- MMR Corporate Services  
Level 2, Hudson House  
131 Macquarie Street  
SYDNEY NSW 2000

Email executed form to: [henryk@dmaltd.com.au](mailto:henryk@dmaltd.com.au)  
fax executed form to: +61 2 9251 7500  
By 5.00 pm (Sydney Time) Wednesday, 15 November 2017

I / We .....  
being a member of Dynasty Resources Limited (the **Company**) appoint the following as my proxy:

Name of proxy: .....

Address of proxy: .....

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my / our proxy to act generally at the Meeting on my / our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of the Company on 17 November 2017 and at any adjournment of or postponement of that Meeting.

The Chairman intends to vote all undirected proxies that he receives in favour of each resolution to be brought before the meeting, except where the Chairman is expressly forbidden to do so under the Corporations Act 2001.

Please mark  to indicate your directions

**PLEASE NOTE:** If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or poll and your votes will not be counted in computing the required majority.

**RESOLUTIONS**

Resolution 1 – Non-binding resolution to adopt Remuneration Report

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2 – Ordinary resolution to elect Mr Ken Charteris

Resolution 3 – Ordinary resolution to elect Mr Bin Wang

The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

**SIGNATURE OF MEMBER(S)**

Individual or Member 1	Member 2	Member 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director/Company Secretary	Director	Director/Company Secretary

Date: \_\_\_\_\_

Contact Name: \_\_\_\_\_ Contact Phone (daytime): \_\_\_\_\_

**Notes on Proxies**

1. Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
2. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead pursuant to the Constitution.
3. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands, but if a member appoints two proxies neither shall be entitled to vote on a show of hands.
4. Where more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Otherwise each proxy may exercise half of your votes.
5. A proxy need not be a security holder of the Company.
6. Signing instructions:  
Individual: Where the holding is in one name, the security holder must sign.  
Joint Holding: Where the holding is in more than one name, all of the security holders should sign.  
Power of Attorney: If you have not already lodged the Power of Attorney with the registry or the Company, please attach a certified photocopy of the Power of Attorney to this form when you return it.  
Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to Section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.  
For your vote to be effective, the completed proxy form must be received by 5.00 pm (Sydney Time) on Wednesday, 15 November 2017.

**Please advise of any change of address by noting your new address below:**

My email address is: .....

My new postal address is: .....  
.....