



# **AUSTSINO RESOURCES GROUP LIMITED**

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**ABN 12 009 076 242**

## **Notice of Annual General Meeting Proxy Form and Explanatory Statement**

**Date of Meeting**

29 November 2017

**Time of Meeting**

10:00 AM (AWST)

**Place of Meeting**

Level 3, 88 William Street, Perth WA 6000

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor  
or other professional adviser without delay.*

# Notice of Annual General Meeting

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NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AUSTSINO RESOURCES GROUP LIMITED ABN 12 009 076 242 ("AustSino / the Company") WILL BE HELD AT LEVEL 3, 88 WILLIAM STREET, PERTH, WA ON 29 NOVEMBER 2017, AT 10:00 AM (AWST).

## AGENDA

### BUSINESS

An Explanatory Statement containing information in relation to each of the following Resolutions accompanies this Notice of Annual General Meeting.

### AGENDA

#### Annual Report

To receive and consider the annual financial report of the Company and the reports of the Directors and the Auditors for the financial year ended 30 June 2017.

#### Resolution 1 - Adoption of Remuneration Report

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report for the financial year ended 30 June 2017 be adopted".*

**Voting Exclusion Statement:** In accordance with the Corporations Act (2001) ("Corporations Act"), the Company will disregard:-

- (a) any votes cast (in any capacity) on Resolution 1 by or on behalf of
  - (i) a member of the Key Management Personnel listed in the Remuneration Report (KMP); or
  - (ii) a KMP's Closely Related Party; and
- (b) any votes cast as a proxy on Resolution 1 by any other person who is a member of the KMP at the date of the meeting, or by a Closely Related Party of any such person.

Closely Related Party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

However the Company need not disregard a vote cast on Resolution 1 if it is cast:

- (a) by any person referred to above as proxy for a person entitled to vote on the Resolution, in accordance with a direction in the proxy appointment specifying how the proxy is to vote on the Resolution; or
- (b) by the person chairing the meeting as proxy for a person entitled to vote on the Resolution where the proxy appointment does not specify the way the proxy is to vote on the Resolution and expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Please read the information under the heading 'Chairman as proxy' which deals with the Chairman's voting of undirected proxies on Resolution 1.

If you are a member of the KMP or a Closely Related Party of any such member, you may be held liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company will disregard.

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

## **Resolution 2 – Election of Director / Chairman – Chun Ming Ding (Mr Ding)**

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

*“That, for the purpose of clause 6.3 of the Constitution and for all other purposes, Chun Ming Ding, a Director who was appointed on 1 September 2017, retires, and being eligible, is elected as a Director and Chairman”.*

## **Resolution 3 – Ratification of Consultancy Services Agreement with Aust-China Resources Group Ltd (ACR) and Mr Ding**

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

*“That for the purpose of Chapter 2E and s 208 of the Corporations Act, and for all other purposes, the terms of the Consultancy Agreement executed between the Company, ACR and Mr Ding, pursuant to which ACR has agreed to provide Mr Ding’s services as Managing Director of Mid West and Mr Ding has agreed to perform such services, be ratified.”*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution 3 by Mr Ding, his nominees or any Associate.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, the Company will disregard any votes cast on Resolution 3 (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given to such a related party or an Associate of such a related party. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution and it is not cast on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a related party.

Shareholders may also choose to direct the Chair to vote against Resolution 3 or to abstain from voting.

## **Resolution 4 – Ratification of full and final payment to Mr Ding and ACR for any advice, services or assistance provided by them to the Company or its wholly owned subsidiaries since 2014**

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

*“That for the purpose of Chapter 2E and s 208 of the Corporations Act, and for all other purposes, the Shareholders approve and ratify the execution of the Deed of Release, pursuant to which the Company has agreed to provide full and final payment to Mr Ding and ACR for any advice, services or assistance provided by them to the Company or its wholly owned subsidiaries since 2014.”*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution 4 by Mr Ding, his nominees or any Associate.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, the Company will disregard any votes cast on Resolution 4 (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given to such a related party or an Associate of such a related party. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution and it is not cast on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a related party.

Shareholders may also choose to direct the Chair to vote against Resolution 4 or to abstain from voting.

## **Resolution 5 – Issue of 200 Million shares to Aust-China Resources Group Limited (ACR)**

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

*“That for the purpose of Chapter 2E and s 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of 200 Million fully paid ordinary shares in the Company to ACR (**Share Consideration**) or the payment to ACR of \$1.25 Million (**Cash Consideration**).”*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution 5 by ACR, Mr Ding or their nominees or any Associate of those parties.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, the Company will disregard any votes cast on Resolution 5 (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given to such a related party or an Associate of such a related party. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution and it is not cast on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a related party.

Shareholders may also choose to direct the Chair to vote against Resolution 5 or to abstain from voting.

## **Resolution 6 – Issue of 65 Million additional shares to Aust-China Resources Group Limited (ACR)**

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

*“That for the purpose of Chapter 2E and s 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of 65 Million additional fully paid ordinary shares in the Company to ACR in full and final satisfaction of amounts otherwise payable to Mr Ding of not more than AUD650,000.”*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution 6 by ACR, Mr Ding or their nominees or any Associate of those parties.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, the Company will disregard any votes cast on Resolution 6 (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given to such a related party or an Associate of such a related party. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution and it is not cast on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a related party.

Shareholders may also choose to direct the Chair to vote against Resolution 6 or to abstain from voting.

## **Resolution 7 — Ratification of shares issued by the Company to Zhongying Property Development Company Ltd (Zhongying)**

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

*“That the issue by the Company, on 5 September 2017, of 122,284,953 fully paid ordinary shares to Zhongying at an issue price of \$0.01 per Share (c. AUD1,222,849.53 in aggregate) in accordance with Listing Rule 7.1, be ratified.*

**Voting exclusion statement:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. The Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by

the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Resolution 8 — Ratification of shares issued by the Company to Mr Song Zhi Yuan (Mr Song)**

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

*“That the issue by the Company, on 5 September 2017, of 50,000,000 shares to Mr Song at an issue price of \$0.01 per share in accordance with Listing Rule 7.1, be ratified.”*

**Voting exclusion statement:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. The Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**BY ORDER OF THE BOARD**

Henko Vos  
Company Secretary

Dated 23 October 2017

## ENTITLEMENT TO ATTEND AND VOTE

You will be entitled to attend and vote at the Annual General Meeting if you are registered as a Shareholder of the Company as at 5pm (AWST) on 27 November 2017. This is because, in accordance with the Corporations Regulations 2001 (Cth), the Board of Directors has determined that the shares on issue at that time will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## HOW TO VOTE

### Voting in person

Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded.

### Corporate Representatives

A body corporate, which is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission. A form of the certificate can be obtained from the Company's registered office.

### Voting by Proxy

A Shareholder who is entitled to attend and cast a vote at the meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the meeting (see above).

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's registered office.

To be effective for the scheduled meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at the postal address, email address or fax number below (with email being the preferred method) no later than 10:00 AM (AWST) Monday 27 November 2017, being 48 hours before the time of the meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

### In person or by mail

Registered Office  
100 Colin Street,  
West Perth, Western Australia, 6005

By fax  
(08) 6463 2499

By email (preferred method)  
mike@aust-sino.com

For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

### Voting by attorney

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at one of the addresses listed above for the receipt of proxy appointments at least 48 hours prior to the commencement of the meeting.

### Chairman as proxy

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box on each of the proposed Resolutions.

If a Shareholder entitled to vote on a Resolution appoints the Chairman of the meeting as their proxy (or the Chairman becomes their proxy by default) and the Shareholder does not direct the Chairman how to vote on the Resolution. The Chairman intends to vote in favour of the Resolution, as proxy for that Shareholder on a poll.

If you do not want to put the Chairman of the meeting in the position to cast your votes in favour of any of the proposed Resolutions, you should complete the appropriate box on the proxy form, directing your proxy to vote against, or to abstain from voting, on the resolution.

### QUESTIONS FROM SHAREHOLDERS

The Chairman of the meeting will allow a reasonable opportunity for Shareholders at the meeting to ask questions.

If you wish to submit a question in advance of the meeting, you may do so by sending your question to one of the postal or email addresses or facsimile numbers above (with email being the preferred method) by no later than 22 November 2017. The Company will attempt to respond to as many of the more frequently asked questions as possible.

Due to the large number of questions that may be received, the Company will not be replying on an individual basis.

## Explanatory Statement

This Explanatory Statement is for the information of members of AUSTSINO RESOURCES GROUP LIMITED (the Company) in connection with Resolutions to be considered at the Annual General Meeting to be held on 29 November 2017 at 10:00 AM (AWST). If members are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

## Ordinary Business

### Annual Financial Report

The Annual Report 2017 (including the financial statement, Directors' report and Auditor's report for the financial year ended 30 June 2017) is available for review by Shareholders at [www.aust-sino.com.au](http://www.aust-sino.com.au) and will be tabled at the Meeting.

Whilst there is no requirement for Shareholders to approve the Annual Report, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2017;
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

### Resolution 1 – Adoption of Remuneration Report

The Board submits its Remuneration Report for the year ended 30 June 2017 to Shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report is included in the 2017 Annual Report. The report:

- explains the Company's remuneration principles relating to the nature and amount of the remuneration of directors, senior managers and other group executives of the Company;
- discusses the relationship between such principles and the Company's performance; and
- sets out remuneration details for each director and for each relevant executive of the Company.

The vote on the Remuneration Report is advisory only and will not bind the Company, however the Board places importance on the outcome of the vote and will take it into account when considering the Company's remuneration policy.

The Corporations Act now provides for a 'two strikes rule' in relation to voting on the Remuneration Report. This rule would apply if, at two consecutive Annual General Meetings, the resolution for adoption of the Remuneration Report were to receive a 'no' vote of 25% or more of the votes cast on the resolution. In that case, a further resolution (a 'spill resolution') would be required to be put to Shareholders at the second of those Annual General Meetings. If passed, the spill resolution would require an extraordinary general meeting of the Company (a 'spill meeting') to be held within 90 days of the second Annual General Meeting, for the purpose of considering the election of Directors. At the spill meeting, the directors (other than the Managing Director) who were in office at the date of approval by the Board of the most recent Directors' Report would cease to hold office, unless re-elected at the meeting. For any spill resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it.

In addition, if comments are made on the Remuneration Report at an Annual General Meeting and 25% or more of the votes cast on Resolution 1 are against the adoption of the Remuneration Report, the Company's Remuneration Report for the subsequent financial year will be required to include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the Board's reasons for this.

Of the votes received at the Company's 2016 Annual General Meeting, 68% voted in favour of Resolution 1, 0.2% voted against Resolution 1 with the balance being abstained votes (32%). No comments were made on the Remuneration Report at the meeting.

During this item, Shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

Please read the information under the heading 'Chairman as proxy' which deals with the Chairman's voting of undirected proxies on this Resolution. A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

The Board of Directors encourage Shareholders to vote on Resolution 1.



## Background to Resolutions 2 to 6

ANS (then Padbury Mining) first developed a relationship with Mr Ding Chun Ming (Mr Ding) and his associate Aust-China Resources Group Ltd (ACR) in early 2014. The current directors of ANS were not involved with ANS at that stage.

An arrangement commenced in May 2014 pursuant to which Mr Ding Chun Ming would assist ANS to promote its plans to develop mining assets and port and rail economic infrastructure in the MidWest Region of Western Australia and to attract funding. The Directors have not been able to locate any formal written agreement between the Parties at that time.

Mr Ding has established an attractive office for ANS in the Hongqiao sector of Shanghai and has been actively engaged in advising and supporting the activities of ANS since that date including, but not limited to:

1. Meeting with senior representatives of the Central Government of the People's Republic of China (PRC), including from the National Development and Reform Commission (NDRC).
2. Meeting with representatives of the PRC Government in Western Australia.
3. Meeting with potential investors and debt providers to ANS.
4. Meeting with potential consortium partners in the proposed economic infrastructure solution in the MidWest.
5. Extensive meetings with the China representative of the WA Government with each of the NDRC, potential investors and potential consortium partners.
6. Arranging the finance for the set-up of the Shanghai office as well as the staffing and operation of that office.
7. Identifying and arranging the investors who contributed to ANS raising of capital up to its permitted limit of 15% in August 2016.

Following the resignation of the former directors and management team of ANS, the incoming Board entered into consulting arrangements with the former directors in late 2016 to assist in transition. At the end of the first quarter in 2017 a decision was taken to conclude these arrangements which was negotiated and finalised in April 2017.

Since that date the Directors have endeavoured, together with their advisors, including a leading Australian law firm, to formalise arrangements with Mr Ding and ACR and to secure their ongoing involvement and support. The Directors recognised that the Company's plans were highly dependent upon maintaining the involvement of Mr Ding.

By June 2017, the Directors had concluded that negotiating a satisfactory outcome and ongoing arrangement with Mr Ding and ACR and with an additional Chinese investor, Mr Song, who had invested in the set-up and operation of the Shanghai office, was likely to be fundamental to the Company being able to continue to be a going concern and to have realistic prospects of attracting further funding. Mr Ding / ACR (\$0.65 million) and Mr Song (\$0.5 million) had together, to 30 June 2017, contributed approximately \$1.15 million to the costs of set-up and operation of the Shanghai office.

The Directors successfully negotiated arrangements with Mr Ding and ACR to convert any and all past claims up to and including 31 August 2017, to secure a new contract with Mr Ding / ACR and to compensate Mr Ding / ACR fairly for past and future contributions. It was agreed by the Directors that an appropriate annual remuneration for Mr Ding / ACR was CNY2million (approximately \$385,000 pa.)

It was further agreed that this payment would be made in cash from 1 September 2017 onwards but that all past obligations would be settled by the issue of shares. In the opinion of the Directors, the value of the shares issued to ACR in settlement of past claims, as at the date of that agreement, was significantly less than \$0.01 per share. The Directors formed this view having regard to the likelihood that, had agreement not been reached by early September 2017, the Directors would have likely concluded that it was necessary to appoint a voluntary administrator to the Company. This view has subsequently been confirmed by an independent indicative valuation prepared by Contour Capital Pty Ltd (CCPL) obtained by the Directors for accounting and audit purposes<sup>1</sup>.

The arrangements entered into are a package deal that comprise:

1. The issue of 265 million shares<sup>2</sup>.
2. The payment of CNY 2 million per annum and \$1,000 per annum for signing on for the provision of management and Chairperson services.

Subsequent to entering into these arrangements, Mr Ding has successfully:

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<sup>1</sup> This indicative valuation was prepared under arrangements with CCPL where liability was limited by a scheme prepared under professional standards legislation.

<sup>2</sup> The total estimated value of the financial benefits to be paid through this issue of shares is calculated at \$0.795 million, based on the deemed value of the shares to be issued of \$0.003 per share

1. Negotiated and completed the debt for equity swap of Mr Song's shares.
2. Negotiated and completed the raising of \$1.225 million from Zhongying Property Development Company Limited.

ACR is an entity associated with Mr Ding by way of a holding of approximately 90% of ACR's issued capital. Mr Ding is also the chairman of ACR.

Neither Mr Ding nor ACR has any existing shareholding in the Company.

This Notice of Meeting includes seeking the election of Mr Ding as a Director and Chairman of the Company (Resolution 2), the ratification of a consultancy services agreement with Aust-China Resources Group Ltd (ACR) and Mr Ding (Resolution 3), the ratification of a deed of release for full and final payment for all previous advice, services or assistance provided by ACR and Mr Ding (Resolution 4) and the issue of shares to ACR (Resolutions 5 and 6).

### Effect on capital structure

The table below sets out the anticipated effect on the Company's capital structure, assuming Resolutions 5 and 6 are passed and the shares the subject thereof are issued, and assuming no other shares are issued by the Company.

Security Type	Number	Percentage of Total	Subject of Resolution
<b>Fully Paid Ordinary Shares</b>			
Balance at 30 June 2017 (audited)	3,983,548,697	90.11%	
Shares issued on 5 September 2017 under LR7.1	122,284,953	2.77%	Resolution 7
Shares issued on 5 September 2017 under LR7.1	50,000,000	1.13%	Resolution 8
	172,284,953	3.90%	
<b>Total Shares on issue at the date of this NOM</b>	<b>4,155,833,650</b>		
Proposed share issue to ACR, a related party of Mr Ding	200,000,000	4.52%	Resolution 5
Proposed share issue to ACR, a related party of Mr Ding	65,000,000	1.47%	Resolution 6
	265,000,000	5.99%	
<b>Total Shares if Resolutions 5 and 6 are passed</b>	<b>4,420,833,650</b>	<b>100.00%</b>	

### Resolution 2 – Election of Director / Chairman – Chun Ming Ding (Mr Ding)

Clause 6.3 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 6.3 of the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Chun Ming Ding, having been appointed as a Director and Chairman on 1 September 2017, will retire in accordance with clause 6.3 of the Constitution and, being eligible, seek election from Shareholders.

Mr Ding has extensive experience in resources projects, business, economics, academia, capital raisings, and international finance. Mr Ding was born in the Peoples Republic of China and is a citizen of that country and Australia.

Mr Ding has been an advisor to the Company and its wholly owned subsidiaries since 2014 and in that capacity he has advised and represented the Company and its wholly owned subsidiaries on a range of capital raising activities.

The key commercial terms of Mr Ding's appointment as a Director and Chairman of the Company with effect from 1 September 2017 were as follows:

- Mr Ding must devote not less than 25 hours per week to the performance of his duties.
- Mr Ding will receive cash remuneration of \$1,000 per annum, payable in arrears.
- Mr Ding's entitlement to any short term or long term incentives (or any other discretionary benefits) will be as determined by the Board of the Company from time to time, in its sole discretion (and subject to shareholder approvals, if required).
- Either party may terminate Mr Ding's appointment as Chairman on 2 months' notice.
- Mr Ding will also continue to perform the role as legal representative of the Company's wholly owned Chinese subsidiary, Padbury (Shanghai) Enterprise Development Company Limited.
- In addition to his ongoing involvement with the Company and its subsidiaries, Mr Ding will retain his role as Chairman of the Hong Kong registered and privately owned company, Aust-China Resources Group Ltd (**ACR**).

Mr Ding is the controlling shareholder and chairman of ACR and holds approximately 90% of ACR's issued capital.

Pursuant to Resolution 2, Shareholders will be asked to consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of clause 6.3 of the Constitution and for all other purposes, Chun Ming Ding, a Director who was appointed on 1 September 2017, retires, and being eligible, is elected as a Director and Chairman"*

Further details of the previous and current arrangements between the Company, ACR and Mr Ding is provided in the "background" section of the Explanatory Statement to this Notice of Meeting.

The Board of Directors, excluding Mr Ding, recommend that Shareholders vote in favour of Resolution 2. Other than Mr Ding, none of the other Directors has an interest in the outcome of Resolution 2.

This Resolution includes a voting exclusion statement, as noted in the Agenda for this Notice of Meeting.

### **Resolution 3 – Ratification of Consultancy Services Agreement with Aust-China Resources Group Ltd (ACR) and Mr Ding**

As noted above (refer explanatory statement for Resolution 2), the Company's Chairman, Mr Ding, is the chairman of ACR. Mr Ding holds approximately 90% of ACR's issued capital and is the controlling shareholder of ACR.

With effect from 1 September 2017, the Company executed a Consultancy Services Agreement with Mr Ding and ACR pursuant to which:

- ACR has agreed to provide Mr Ding's services as Managing Director of the Company's wholly owned subsidiary, Mid West Infrastructure Group Pty Ltd (**MWI**) for a consultancy fee of CY2,000,000 (c. AUD 385,000) per annum; and
- Mr Ding has agreed to perform such services.

MWI is a wholly owned subsidiary of ANS and holds all intellectual property in relation to the potential development of economic infrastructure in relation to Oakajee.

The services to be provided will include, amongst other:

- Meeting with senior representatives of the Central Government of the PRC, including from the NDRC.
- Meeting with representatives of the PRC Government in Western Australia.
- Identifying and meeting with potential investors and debt providers to both MWI and its parent, ANS.
- Meeting and negotiating formal collaboration arrangements with potential consortium partners with MWI in relation to the proposed economic infrastructure solution in the MidWest region of Western Australia.

- Seeking debt and/ or equity finance as necessary to pursue investment opportunities identified by MWI and its parent company.
- Managing the Shanghai office for MWI and its related entities.

The initial term of this consultancy is 2 years, but either party may terminate the arrangement by giving 3 months' written notice.

Pursuant to Resolution 3, Shareholders will be asked to consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That for the purpose of Chapter 2E and s 208 of the Corporations Act, and for all other purposes, the terms of the Consultancy Agreement executed between the Company, ACR and Mr Ding, pursuant to which ACR has agreed to provide Mr Ding's services as Managing Director of Mid West and Mr Ding has agreed to perform such services, be ratified."*

Further details of the previous and current arrangements between the Company, ACR and Mr Ding is provided in the "background" section of the Explanatory Statement to this Notice of Meeting.

The Board of Directors, excluding Mr Ding, recommend that Shareholders vote in favour of Resolution 3. Other than Mr Ding, none of the other Directors has an interest in the outcome of Resolution 3.

This Resolution includes a voting exclusion statement, as noted in the Agenda for this Notice of Meeting.

**Resolution 4 – Ratification of full and final payment to Mr Ding and ACR for any advice, services or assistance provided by them to the Company or its wholly owned subsidiaries since 2014**

With effect from 1 September 2017, the Company has agreed to provide full and final payment to Mr Ding and ACR for any advice, services or assistance which they have provided to the Company or its wholly owned subsidiaries since 2014.

The advice, services and assistance provided by Mr Ding and the Company relate, but are not limited to, the following:

1. Meeting with senior representatives of the Central Government of the People's Republic of China (PRC), including from the National Development and Reform Commission (NDRC).
2. Meeting with representatives of the PRC Government in Western Australia.
3. Meeting with potential investors and debt providers to ANS.
4. Meeting with potential consortium partners in the proposed economic infrastructure solution in the MidWest.
5. Extensive meetings with the China representative of the WA Government with each of the NDRC, potential investors and potential consortium partners.
6. Arranging the finance for the set-up of the Shanghai office as well as the staffing and operation of that office.
7. Identifying and arranging the investors who contributed to ANS raising of capital up to its permitted limit of 15% in August 2016.

At 30 June 2017, the Company had recorded a provision against a potential claim payable to Mr Ding and ACR in its audited financial statements of \$600,000 reflecting the estimated cost to the Company in settling this debt as at 30 June 2017.

The key commercial terms of this arrangement are as follows:

- The Company must grant ACR 200 Million fully paid ordinary shares in the Company (**Share Consideration**) or pay \$1.25 Million (**Cash Consideration**) by 1 November 2017 (subsequently extended to 30 November 2017) (**Satisfaction Date**). The shares if issued will be held in escrow for 12 months.
- ACR may elect no later than 7 days before the Satisfaction Date, whether to receive the Share Consideration or the Cash Consideration. Once ACR has made its election, that election is final and irrevocable unless otherwise agreed by the Company (in the Company's sole discretion).
- However, if by the Satisfaction Date, the Company:
  - (i) does not have at least \$2.5 million cash balance in its bank account(s) in Australia with an Australian financial institution; or

- (ii) the Board of the Company forms the reasonable opinion that the Company does not have the financial or legal capacity to provide the Cash Consideration, having regard to any existing or contingent debts or liabilities of the Company or its Related Bodies Corporate, applicable laws or accounting standards or reasonable and prudent business practices,

but the Company is able to grant the Share Consideration to ACR, then the Company may (in its sole discretion) instead grant the Share Consideration, in which case ACR will be deemed to have irrevocably elected to take the Share Consideration rather than the Cash Consideration.

- The Company will grant ACR an additional 65 Million fully paid ordinary shares in the Company in full and final satisfaction of other amounts otherwise payable to Mr Ding of not more than AUD650,000 by 1 September 2017 (if no shareholder approval is required) or by 1 November 2017 (subsequently extended to 30 November 2017) (if shareholder approval is required). These shares will be held in escrow for 12 months.
- The above arrangements are reflected in a Deed of Release executed between Mr Ding, ACR, the Company and its wholly owned subsidiaries but are subject to shareholder approval (if required).

The Company, ACR and Mr Ding has indicated that the Share Consideration is the preferred method for settling the debt, subject to the Company obtaining the relevant shareholder approvals, rather than the Cash Consideration which is subject to the additional abovementioned conditions. It is the Company's intention to issue the Share Consideration if shareholders approve this Resolution.

Mr Ding holds approximately 90% of ACR's issued capital and is the controlling shareholder and chairman of ACR.

Neither Mr Ding nor ACR has any existing shareholding in the Company.

The Group had cash balances of A\$1.68 Million at 28 September 2017 of which A\$1.04 Million was held in Australia with an Australian financial institution.

Pursuant to Resolution 4, Shareholders will be asked to consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That for the purpose of Chapter 2E and s 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, the Shareholders approve and ratify execution of the Deed of Release, pursuant to which the Company has agreed to provide full and final payment to Mr Ding and ACR for any advice, services or assistance provided by them to the Company or its wholly owned subsidiaries since 2014."*

Further details of the previous and current arrangements between the Company, ACR and Mr Ding is provided in the "background" section of the Explanatory Statement to this Notice of Meeting.

The Board of Directors, excluding Mr Ding, recommend that Shareholders vote in favour of Resolution 4. Other than Mr Ding, none of the other Directors has an interest in the outcome of Resolution 4.

This Resolution includes a voting exclusion statement, as noted in the Agenda for this Notice of Meeting.

#### **Resolution 5 – Issue of 200 Million shares to Aust-China Resources Group Limited (ACR)**

As noted above (refer explanatory statement for Resolution 4), under a Deed of Release the Company agreed to grant ACR 200 Million fully paid ordinary shares in the Company (**Share Consideration**) at a deemed issue price of 0.3 cents or pay \$1.25 Million (**Cash Consideration**) by 1 November 2017 (subsequently extended to 30 November 2017) to ACR in full and final payment to Mr Ding and ACR for any advice, services or assistance which they have provided to the Company or its wholly owned subsidiaries since 2014, subject to Shareholder approval, if required. The deemed issue price has been assessed based upon:

- the provision of \$600,000 brought to account at 30 June 2017 in respect of this matter (at an equivalent to 0.3 cents per share);
- the audited net asset backing of the Company as at 30 June 2017 being 0.06 cents per share;
- the Company's shares trading in the range of 0.3 to 0.7 cents per share in the year prior to entering into voluntary suspension;

- the assessed value of the equity in the Company immediately prior to the various agreements the subject of Resolutions 5 and 6, as determined in an independent indicative valuation prepared by CCPL. This assessed indicative value was determined with reference to the Company's unaudited management accounts as at 31 August 2017 and applied the realisation of assets methodology to determine a value of between 0.2 to 0.5 cents per share with a 'preferred' value of 0.3 cents per share<sup>3</sup>.

At 30 June 2017, the Company had recorded a provision against a potential claim payable to Mr Ding and ACR in its audited financial statements of \$600,000 reflecting the estimated cost to the Company in settling this debt as at 30 June 2017.

The Company, ACR and Mr Ding has indicated that the Share Consideration is the preferred method for settling the debt, subject to the Company obtaining the relevant shareholder approvals, rather than the Cash Consideration which is subject to the additional abovementioned conditions. It is the Company's intension to issue the Share Consideration if shareholders approve this Resolution.

Pursuant to Resolution 5, Shareholders will be requested to consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That for the purpose of Chapter 2E and s 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of 200 Million fully paid ordinary shares in the Company to ACR (**Share Consideration**) or the payment to ACR of \$1.25 Million (**Cash Consideration**)."*

As noted previously, Mr Ding holds approximately 90% of ACR's issued capital and is the controlling shareholder and chairman of ACR.

Neither Mr Ding nor ACR has any existing shareholding in the Company.

The Directors have determined a value of 0.3 cents per share to recognise the share based payment made to ACR in the Company's financial records and has also adopted this value as the deemed issue price of the shares the subject of Resolution 5.

The effect of this Resolution on the Company's capital structure is set out under the heading "Effect on Capital Structure" (refer to the Ordinary Business section of this Explanatory Statement above).

Further details of the previous and current arrangements between the Company, ACR and Mr Ding is provided in the "background" section of the Explanatory Statement to this Notice of Meeting.

The Board of Directors, excluding Mr Ding, recommend that Shareholders vote in favour of Resolution 5. Other than Mr Ding, none of the other Directors has an interest in the outcome of Resolution 5.

If Resolution 5 is approved, the Company expects to issue the shares by no later than 30 November 2017.

This Resolution includes a voting exclusion statement, as noted in the Agenda for this Notice of Meeting.

#### **Resolution 6 – Issue of 65 Million additional shares to Aust-China Resources Group Limited (ACR)**

As noted above, (refer explanatory statement for Resolution 4) under a Deed of Release the Company agreed to grant ACR an additional 65 Million fully paid ordinary shares in the Company to ACR by 1 November 2017 (subsequently extended to 30 November 2017) at a deemed issue price of 0.3 cents in full and final satisfaction of other amounts otherwise payable to Mr Ding of not more than AUD650,000, subject to Shareholder approval, if required. The deemed issue price has been assessed on the basis set out under Resolution 5 above. At 30 June 2017, the Company had a recorded liability

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<sup>3</sup> The principal assumptions underpinning the indicative valuation were that :

- Funds held in trust from Zhongying of \$1.2 million would be returned to Zhongying.
- A discount of between 20% to 40% would apply to book values in realising plant and equipment.
- A discount of 50% would apply to the value attributed in the most recent (2014) independent valuation of the company's mineral resources assets of between \$20.9 million to \$43.2 million with a preferred value of \$27 million.
- The company would settle all claims at full value and that administration costs would be of the order of \$0.25m to \$0.5m.

This indicative valuation was prepared under arrangements with CCPL where liability was limited by a scheme prepared under professional standards legislation.

payable to ACR in its audited financial statements of approximately \$250,000 reflecting the estimated cost to the Company in settling this obligation. The Company has not yet received or recorded any claims for expenses incurred or consulting services provided in the period between 1 July 2017 and 1 September 2017, but note that any such claims would be covered by the proposed issue of shares pursuant to this Resolution.

The issue of 65 Million shares to ACR / Mr Ding forms part of the package of arrangements agreed to reimburse for past costs incurred and charged to ANS, past costs incurred and not yet charged to ANS and for agreeing to enter into a Deed of Release.

Pursuant to Resolution 6, Shareholders will be requested to consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That for the purpose of Chapter 2E and s 208 of the Corporations Act, Listing Rule 10.11 and all other purposes, the Shareholders approve the issue of 65 Million additional fully paid ordinary shares in the Company to ACR in full and final satisfaction of amounts otherwise payable to Mr Ding of not more than AUD650,000. .”*

As noted previously, Mr Ding holds approximately 90% of ACR's issued capital and is the controlling shareholder and chairman of ACR.

The Directors have determined a value of 0.3 cents per share, on the same basis outlined in Resolution 5 above, to recognise the share based payment made to ACR in the Company's financial records and has also adopted this value as the deemed issue price of the shares the subject of Resolution 6.

The effect of this Resolution on the Company's capital structure is set out under the heading “Effect on Capital Structure” (refer to the Ordinary Business section of this Explanatory Statement above).

Further details of the previous and current arrangements between the Company, ACR and Mr Ding is provided in the “background” section of the Explanatory Statement to this Notice of Meeting.

The Board of Directors, excluding Mr Ding, recommend that Shareholders vote in favour of Resolution 6. Other than Mr Ding, none of the other Directors has an interest in the outcome of Resolution 6.

If Resolution 6 is approved, the Company expects to issue the shares by no later than 30 November 2017.

This Resolution includes a voting exclusion statement, as noted in the Agenda for this Notice of Meeting.

#### **Resolution 7 — Ratification of shares issued by the Company to Zhongying Property Development Company Ltd (Zhongying)**

The Company and Zhongying signed a subscription agreement in June 2016 under which the Company agreed to issue 200,000,000 fully paid ordinary shares to Zhongying at \$0.01 per share.

The Company issued an initial tranche of 77,715,047 shares to Zhongying in August 2016 in accordance with Listing Rule 7.1, but the remaining shares were not transferred in 2016 and the purchase price for those shares has been held in trust.

Following renewed negotiations between Zhongying and the Company's Chairman, Mr Chun Ming Ding, the following arrangements have been implemented with effect from 5 September 2017:

- The original subscription agreement signed by the Company and Zhongying was terminated.
- A new share subscription agreement was executed, pursuant to which the Company and Zhongying have agreed that the Company would issue 122,284,953 fully paid ordinary shares to Zhongying at an issue price of \$0.01 per Share (c AUD1,222,849.53 in aggregate).
- The new shares were to be issued to Zhongying without shareholder approval in accordance with Listing Rule 7.1.
- The terms of the new shares will be the same as other issued fully paid ordinary shares.
- The new shares will be held in escrow for 12 months.
- Zhongying gave its approval for the Company to transfer the funds currently held in trust as full and final payment of the purchase price for the new shares.

The funds made available to the Company will be used for working capital, exploration activities and to further progress the Company's activities in the Mid West Region of Western Australia, which centres around the continued development of an economically viable infrastructure solution that will open up the region. The initial focus of such activities is to collaborate with other mining companies to the south of the proposed port at Oakajee and to explore the potential for joint collaboration in mine and infrastructure development.

Pursuant to Resolution 7, Shareholders will be requested to consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That the issue by the Company, on 5 September 2017, of 122,284,953 fully paid ordinary shares to Zhongying at an issue price of \$0.01 per Share (c. AUD1,222,849.53 in aggregate) in accordance with Listing Rule 7.1, be ratified.*

The Board of Directors recommend that Shareholders vote in favour of Resolution 7.

This Resolution includes a voting exclusion statement, as noted in the Agenda for this Notice of Meeting.

#### **Resolution 8 — Ratification of shares issued by the Company to Mr Song Zhi Yuan (Mr Song)**

Mr Song was owed approximately AUD500,000 as at 30 June 2017 in respect of costs incurred in the set-up and fit out of the Shanghai office of the Company during 2014/2015. The Company still has the Shanghai office.

Pursuant to a Deed of Release executed on 5 September 2017, the Company agreed to issue 50,000,000 fully paid ordinary shares to Mr Song in accordance with Listing Rule 7.1, in full and final satisfaction of any claims which Mr Song would otherwise have in relation to the refurbishment of the Company's Shanghai office. The issue of these shares settled the liability of approximately AUD500,000 as recorded in the Company's audited 30 June 2017 financial statements.

These shares will be held in escrow for 12 months and have the same terms as other issued fully paid ordinary shares.

Pursuant to Resolution 8, Shareholders will be requested to consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That the issue by the Company, on 5 September 2017, of 50,000,000 shares to Mr Song at an issue price of \$0.01 per share in accordance with Listing Rule 7.1, be ratified."*

The Board of Directors recommend that Shareholders vote in favour of Resolution 8.

This Resolution includes a voting exclusion statement, as noted in the Agenda for this Notice of Meeting.



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## SCHEDULE 1 - DEFINITIONS

In this Notice and Explanatory Memorandum:

ACR	Aust-China Resources Group Ltd, a company incorporated in the Peoples Republic of China, of which Mr Ding is the chairman and a controlling shareholder who holds approximately 90% of the issued capital.
Associate	has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.
ASX	Australian Securities Exchange.
AWST	Australian Western Standard Time.
Directors	the current Directors of the Company.
Closely Related Party	as defined in section 9 of the Corporations Act.
Company	AustSino Resources Group Limited with ABN 12 009 076 242.
Constitution	the Company’s Constitution.
Corporations Act	the Corporations Act 2001 (cth).
Explanatory Statement	the explanatory statement accompanying the Notice of Meeting.
Notice of Meeting or Notice of Annual General Meeting	This notice of annual general meeting including the Explanatory Statement.
Resolution	a resolution set out in the Notice of Meeting.
Remuneration Report	The remuneration report in the Directors’ Report section of the Company’s Annual Report.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of a Share in the Company.



AustSino Resources Group Limited | ACN 128 698 108

## AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

## Appointment of Proxy

Holder Number:

STEP 1: Please appoint a Proxy

### Appoint a proxy:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at 10.00am (AWST) on Wednesday, 29 November 2017 at Level 3, 88 William Street, Perth WA 6000 hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

#### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 to 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1 to 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Voting Direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of 200 Million shares to Aust-China Resources Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director / Chairman – Chun Ming Ding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Issue of 65 Million additional shares to Aust-China Resources Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Services Agreement with Aust-China Resources Group Ltd and Mr Ding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Ratification of shares issued to Zhongying Property Development Company Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of full and final payment to Mr Ding and ACR for all previous advice, services or assistance since 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Ratification of shares issued to Mr Song Zhi Yuan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

STEP 3

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address .....

## HOW TO COMPLETE THIS PROXY VOTING FORM

### LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.00am (AWST) on Monday, 27 November 2017 being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Voting Forms can be lodged:

 **BY MAIL**  
AustSino Resources Group Limited  
100 Colin Street  
West Perth WA 6005

 **BY EMAIL**  
mike@aust-sino.com

 **BY FACSIMILE**  
+61 8 9463 2499

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided. **By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

### OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.