



## **RMA ENERGY LIMITED**

**ACN 123 776 652**

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

**Date of Meeting**

Thursday, 30 May 2019

**Time of Meeting**

11.00am (AWST)

**Place of Meeting**

Level 3, 88 William Street, Perth, Western Australia

**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.**

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## NOTICE OF MEETING

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**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF RMA ENERGY LIMITED ACN 123 776 652 ("RMA ENERGY"/THE "COMPANY") WILL BE HELD AT LEVEL 3, 88 WILLIAM STREET, PERTH, WESTERN AUSTRALIA ON THURSDAY 30 MAY 2019, AT 11.00 AM (AWST).**

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

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## AGENDA

<b>ANNUAL REPORT</b>
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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 31 December 2018.

<b>RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT</b>
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To consider and if thought fit, to pass 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 31 December 2018 be adopted."*

**Short Explanation:** The Remuneration Report is in the Directors' Report section of the Company's Annual Report. Listed companies are required to put the Remuneration Report to the vote for adoption at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement:** A vote on this resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report;
- (b) a closely related party of such a member.

However any of those persons may cast a vote on the resolution if:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

If you appoint the Chairman of the Meeting as your proxy, the Company encourages you to direct the Chairman how to vote on this advisory Resolution. The Chairman, as one of the Key Management Personnel of the Company, is not permitted to cast any votes in respect of this advisory Resolution that arise from undirected proxies held unless the proxy expressly authorises the Chairman to do so.

#### **RESOLUTION 2 - RE-ELECTION OF MR ZHIHONG CHEN AS A DIRECTOR**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

*"That, for the purpose of clause 11.12 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Zhihong Chen, a Director who was appointed on 29 May 2018, retires, and being eligible, is elected as a Director."*

#### **RESOLUTION 3 - RE-ELECTION OF MR JUN LYU AS A DIRECTOR**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

*"That, Mr Jun Lyu, being a Director of the Company, retires by rotation in accordance with clause 11.3 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be elected as a Director."*

**BY ORDER OF THE BOARD**

TJ SPOONER  
Joint Company Secretary  
Dated: 15 April 2019

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## ENTITLEMENT TO ATTEND AND VOTE

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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 28 May 2019. 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.

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## HOW TO VOTE

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### 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 an address or fax number below no later than 11.00 am (AWST) Tuesday 28 May 2019, 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**  
Registered Office  
Level 3, 88 William Street  
PERTH WA 6000

**By fax**  
(08) 9463 2499

**By mail**  
GPO Box 2570  
PERTH WA 6001

**By email**  
[Virginia.Chen@nexiaperth.com.au](mailto:Virginia.Chen@nexiaperth.com.au)

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; and
- For Resolution 1, the Shareholder will have given the Chairman express authority to vote as the Shareholder's proxy on the relevant resolution even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company and even though the Chairman is a member of the KMP, unless the Shareholder expressly indicates to the contrary in the proxy appointment.

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.

### **Other members of KMP as proxy**

If a Shareholder appoints a Director (other than the Chairman of the meeting) or another member of KMP (or a Closely Related Party of any such person) as their proxy and does not direct the proxy how to vote on Resolution 1 by marking the 'For', 'Against' or 'Abstain' box opposite the relevant Resolution on the proxy appointment, the proxy will not be able to exercise the Shareholder's proxy and vote on their behalf on the relevant Resolution.

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## **QUESTIONS FROM SHAREHOLDERS**

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The Chairman of the meeting will allow a reasonable opportunity for Shareholders at the meeting to ask questions about and make comments on the management of the Company and on the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report (Reports), as well as each of the Resolutions to be considered at the meeting.

A representative of the Company's auditor will attend the meeting. During the meeting's consideration of the Reports, the Chairman of the meeting will allow a reasonable opportunity for Shareholders at the meeting to ask the auditor's representative questions relevant to the:-

- Conduct of the audit;
- Preparation and content of the Auditor's Report for the financial year ended 31 December 2018;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report for that year; and
- Independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the Company's auditor if the question is relevant to the content of the Auditor's Report or the conduct of the audit.

If you wish to submit a question in advance of the meeting, you may do so by sending your question to one of the addresses or facsimile number above by no later than 23 May 2019. The Company and the auditor 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 and the auditor will not be replying on an individual basis.

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement is for the information of members of **RMA ENERGY LIMITED** (the Company) in connection with Resolutions to be considered at the Annual General Meeting of the Company to be held on Thursday, 30 May 2019 at 11.00am (AWST). If members are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

## **ANNUAL REPORT**

Section 317 of the Corporations Act requires the reports of the directors and of the auditors and the Annual Report, including the financial statements to be put before the Annual General Meeting and the Constitution provides for those reports and statements to be received and considered at the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the reports or statements. However, Shareholders will be given the opportunity to raise questions on the reports and the statements at the Annual General Meeting.

The Company's 2018 Annual Report will be tabled at the meeting. Those shareholders that elected to receive a printed copy of the Annual Report will have received a copy with this Notice of Annual General Meeting.

## **RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT**

The Remuneration Report is in the Directors Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives named in the Remuneration Report for the financial year ended 31 December 2018.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution that a further meeting is held at which all of the Company's Directors (other than the Managing Director) must stand for re-election. Voting on this resolution will be determined by a poll at the meeting rather than a show of hands. Shareholders voted in favour of the Remuneration Report at the 2018 AGM.

### **Undirected proxies**

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation to vote the proxy in accordance with the Chairman's intention.

Any undirected proxies held by any other key management personnel or any of their closely related parties will not be voted on this resolution. Key management personnel of the Company has the same meaning as set out in the accounting standards and includes the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 31 December 2018. Their closely related parties are defined in the Corporations Act, and include certain members of their family, dependents and companies they control.

## **RESOLUTION 2 - RE-ELECTION OF MR ZHIHONG CHEN AS A DIRECTOR**

Pursuant to Clause 11.12 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until 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 Zhihong Chen, who was appointed on 29 May 2018, will retire in accordance with clause 11.12 of the Constitution and ASX Listing Rule 14.4 and, being eligible, seeks election from Shareholders.

Mr Chen was RMA's Senior Exploration Geologist from 2010 to 2015. He holds a PhD in Structural Geology from China Academy of Geological Sciences in Beijing as well as a MSc in Geological Resource Management and Environmental Geology from the International Institute for Geoinformation Science and Earth Observation in the Netherlands.

### **Directors' recommendation**

The Board of Directors, excluding Mr Chen recommend that Shareholders vote in favour of Resolution 2.

## **RESOLUTION 3 - RE-ELECTION OF MR JUN LYU AS A DIRECTOR**

In accordance with Listing Rule 14.4 and clause 11.3 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office (rounded upwards in case of doubt) by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last reappointment or, if the Directors have been in office for an equal length of time, by agreement. Mr Lyu retires from office in accordance with these requirements and being eligible, offers himself for re-election by shareholders as a director of the Company, with effect from the end of the meeting.

Mr Jun Lyu holds a Master's Degree in International Business, Computing and Information Management from London South Bank University and is a Chinese citizen. He is currently Vice Director of the Development Department of China Railway Resources Group Limited.

### **Directors' recommendation**

The Board of Directors, excluding Mr Lyu, recommend that Shareholders vote in favour of Resolution 3.

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## GLOSSARY

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In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

<b>Annual Report</b>	The annual report of the Company for the financial year ended 31 December 2018
<b>ASX</b>	Australian Securities Exchange
<b>AWST</b>	Australian Western Standard Time
<b>Constitution</b>	the constitution of the Company
<b>Corporations Act</b>	<i>Corporations Act 2001 (Cth)</i>
<b>Key Management Personnel</b>	the key management personnel of the Company as defined in Section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
<b>Ordinary Resolution</b>	a resolution that has been passed by at least 50% of the votes cast by shareholders entitled to vote on the resolution
<b>Resolution</b>	a resolution set out in the Notice of Meeting
<b>Shareholder</b>	holder of a share in the Company



# RMA ENERGY LIMITED (ACN 123 776 652)

## PROXY FORM

### Shareholder Details

Name: .....

Address: .....

Contact Telephone No: .....

Contact Email Address: .....

Contact Name (if different from above): .....

### Step 1: Appointment of Proxy

I/We being a Shareholder/s of RMA Energy Limited and entitled to attend and vote hereby appoint

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The Chairman  
of the meeting  
(mark with an 'X')

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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, as the proxy sees fit) at the Annual General Meeting of RMA Energy Limited to be held at Level 3, 88 William Street, Perth, Western Australia on 30 May 2019 at 11.00 am (AWST) and at any adjournment of that meeting.

**Chairman authorised to exercise proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default) and am/are entitled to vote on the relevant Resolution, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in relation to Resolution 1 (and any motion for amendment of, or any procedural motion relating to that resolution) even though that resolution (and any such motion) may be connected directly or indirectly with the remuneration of a member of the key management personnel for the Company, and even though the Chairman is a member of the key management personnel.

If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman how to exercise your proxy on Resolution 1 by marking the appropriate box below.

**Chairman to vote undirected proxies in favour:** I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of each of the proposed Resolutions (to the extent permitted by law).

### Step 2: Voting directions to your proxy – please mark ☒ to indicate your directions

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Zhihong Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Jun Lyu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Appointment of a second proxy (see instructions attached).

- If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

 %

### PLEASE SIGN HERE be implemented

This section must be signed in accordance with the instructions attached to enable your directions to

Individual or Shareholder 1

Sole Director and  
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

## How to complete this Proxy Form

### 1. Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

### 2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

### 3. Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution 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 a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

### 4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on 08 9463 2463 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

### 5. Signing Instructions

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

- |                    |  |
|--------------------|--|
| Individual:        | where the holding is in one name, the holder must sign.  |
| Joint Holding:     | where the holding is in more than one name, all of the Shareholders should sign.   |
| Power of Attorney: | to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place. |

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate can be obtained from the Company's share registry.

### 6. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. ie. no later than 11.00 am (AWST) on 28 May 2019. Any Proxy Form received after that time will not be valid for the scheduled meeting.

#### In person

Registered Office  
Level 3, 88 William Street  
Perth Western Australia 6000

#### By mail

GPO Box 2570  
Perth, Western Australia 6001

#### By fax

(08) 9463 2499

#### By email

[Virginia.Chen@nexiaperth.com.au](mailto:Virginia.Chen@nexiaperth.com.au)