



AUSTSINO RESOURCES GROUP LIMITED

ABN 12 009 076 242

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

Date of Meeting

29 November 2019

Time of Meeting

11:00 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

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 FRIDAY, 29 NOVEMBER 2019, AT 11:00 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 report of the Company and the reports of the Directors and the Auditors for the financial year ended 30 June 2019.

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 2019 be adopted".

Voting Exclusion Statement: In accordance with the Corporations Act (2001) ("Corporations Act"), the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of:-

- (a) a member of the Key Management Personnel listed in the Remuneration Report (KMP); or
- (b) a KMP's Closely Related Party.

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 Resolution 1, in accordance with a direction in the proxy appointment specifying how the proxy is to vote on Resolution 1; or
- (b) by the person chairing the meeting as proxy for a person entitled to vote on Resolution 1 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 in the Procedural Notes 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 contrary to this Voting Exclusion Statement.

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

Resolution 2 – Re-election of Director – Mr Chun Ming Ding

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

"That, Mr Chun Ming Ding, being a Director of the Company, who retires by rotation in accordance with clause 6.3 of the Constitution and ASX Listing Rule 14.4 and being eligible, offers himself for re-election, is re-elected as a Director."

Resolution 3 – Ratification of shares issued by the Company to Ms Peiyu Liang

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 15 February 2019 of 30,769,230 shares to Ms Peiyu Liang at an issue price of \$0.013 per share in accordance with Listing Rule 7.1, be ratified.”

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Ms Peiyu Liang; or
- (b) an associate of Ms Peiyu Liang.

However, 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 4 – Ratification of shares issued by the Company to Mr Ma Kai Hui

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 16 May 2019, of 134,938,590 shares to Mr Ma Kai Hui at an issue price of \$0.013 per share in accordance with Listing Rule 7.1, be ratified.”

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Ma Kai Hui; or
- (b) an associate of Mr Ma Kai Hui.

However, 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 5 – Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, 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 6 – Contingent Resolution – Board Spill Meeting Resolution

Condition for Resolution 6: Resolution 6 will be considered at the Meeting only if at least 25% of the votes cast on Resolution 1 are **against** the adoption of the Remuneration Report. Please refer to the explanatory information on page 15 of this document.

If the vote on this Resolution 6 is **not passed**, a Spill Meeting (as defined below) will **not** be required and the existing Directors will continue in office.

If the vote on this Resolution 6 is **passed**, an extraordinary general meeting will need to be held within 90 days (“**Spill Meeting**”) to vote on whether or not the existing Directors will be removed from office. However, the existing Directors will remain in office until immediately before that Spill Meeting.

If at least 25% of the votes cast on Resolution 1 are **against** the adoption of the Remuneration Report then the shareholders are hereby asked to consider, and if they think fit, to pass, with or without amendment, the following as an **ordinary resolution**:

“That because 25% of the votes cast on Resolution 1 have been cast against the adoption of the Remuneration Report:

- (a) an extraordinary general meeting of the Company be held within 90 days of the date of this meeting (“Spill Meeting”);*
- (b) each of Messrs Chun Ming Ding, Michael Keemink, Philip McKeiver, and Dr Bielin Shi, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”*

Voting Exclusion Statement: In accordance with the Corporations Act (2001) (“Corporations Act”), the Company will disregard any votes cast (in any capacity) on Resolution 6 by or on behalf of:-

- (a) a member of the Key Management Personnel listed in the Remuneration Report (KMP); or
- (b) a KMP’s Closely Related Party; and
- (c) any votes cast as a proxy on Resolution 6 by any other person who is a 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 6 if it is cast:

- (a) by any person referred to above as proxy for a person entitled to vote on Resolution 6, in accordance with a direction in the proxy appointment specifying how the proxy is to vote on Resolution 6; or
- (b) by the person chairing the meeting as proxy for a person entitled to vote on Resolution 6 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.

If you are a 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.

BY ORDER OF THE BOARD

Henko Vos
Company Secretary

Dated: 22 October 2019

PROCEDURAL NOTES

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 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.

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 11:00 AM (AWST) Wednesday 27 November 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

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

By mail

Automic
GPO Box 5193
Sydney NSW 2001

Online

<https://investor.automic.com.au/#loginsah>

By email

meetings@automicgroup.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 Resolutions 1 to 5, as proxy for that Shareholder on a poll;
- The Chairman intends to vote against Resolution 6, as proxy for that Shareholder on a poll; and
- For Resolutions 1 and 6, 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 or against any of the proposed Resolutions (as indicated above), you should complete the appropriate box on the proxy form, directing your proxy to vote in favour, 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 2019. 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 Friday, 29 November 2019 at 11:00 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

1. Annual Report

The Annual Report 2019 (including the financial statement, Directors' report and Auditor's report for the financial year ended 30 June 2019) is available for review by Shareholders at www.aust-sino.com 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 2019;
- (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.

2. Resolution 1 – Adoption of Remuneration Report

The Board submits its Remuneration Report for the year ended 30 June 2019 to Shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report is included in the 2019 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 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 2018 Annual General Meeting, 58% voted in favour of Resolution 1, 41% voted against Resolution 1 with the balance being abstained votes (0%). In other words, the Company received a "First Strike" against its 2018 Remuneration Report. In these circumstances, the Corporations Act requires the Company to include in this year's Remuneration Report, an explanation of the Board's proposed action in response to that First Strike or, alternatively, if the Board does not propose any action, the Board's reason for such inaction. The Board remains confident that the Company's remuneration policy and the level and structure of its executive remuneration are suitable for the Company and its shareholders and hence it has not amended its overall remuneration policy.

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 in the Procedural Notes 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.

3. Resolution 2 – Re-election of Director – Mr Chun Ming Ding

Cause 6.3 of the Company's Constitution requires that one third of the Directors in office (other than a Managing Director) must retire by rotation at each Annual General Meeting of the Company.

Mr Chun Ming Ding retires at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the meeting. Mr Ding was appointed as a Director on 1 September 2017.

Mr Ding has been the Executive Chairman of the Company since his appointment as a Director in September 2017. Mr Ding was born in the People's Republic of China and has been a citizen of Australia for nearly 20 years. Mr Ding has considerable experience in business, economics, capital raisings and resources projects and has been a consultant to the Company since 2014. Mr Ding is also the Managing Director of the Company's wholly owned subsidiary, Mid West Infrastructure Pty Ltd, and is the Legal Representative of the Company's Shanghai-based subsidiary, Padbury (Shanghai) Enterprise Development Co. Limited.

Mr Ding is the Chairman and the controlling shareholder of Aust-China Resources Group Co. Ltd (HK) (ACR). Mr Ding has not held any other directorships in listed companies in the last 3 years.

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

4. Resolution 3 – Ratification of shares issued by the Company to Ms Peiyu Liang

4.1 General

On 15 February 2019, the Company announced to the ASX that it had issued 30,769,230 Shares pursuant a subscription agreement reached with Mr Guan, as announced by the Company to the ASX in a capital raising update on the same date.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1 or the 10% threshold set by Listing Rule 7.1A (as the case may be). The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 15% of the issued capital of the Company under Listing Rule 7.1 and up to a further 10% of the issued capital of the Company under Listing Rule 7.1A (as the case may be) without requiring Shareholder approval.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 30,769,230 Shares, which were issued on 15 February 2019. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. The Company confirms that the issue of the 30,769,230 Shares did not breach ASX Listing Rule 7.1 or ASX Listing Rule 7.1A.

The Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

4.2 Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) a total of 30,769,230 Shares were issued to Ms Peiyu Liang on 15 February 2019. The placee is not a Related Party of the Company;
- (b) the issue price per Share was \$0.013;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally (from the date of their issue) with, the Company's existing Shares;
- (d) \$400,000 was raised by the issue of which approximately \$80,000 was used on exploration and evaluation expenditures, approximately \$100,000 on the proposed Sundance and WAPRC transaction related costs, with the full balance used for other administrative costs.
- (e) a voting exclusion statement has been included for the purposes of Resolution 3.

5. Resolution 4 – Ratification of shares issued by the Company to Mr Ma Kai Hui

5.1 General

On 17 May 2019, the Company announced to the ASX that it had issued 134,938,590 Shares pursuant a share placement agreement reached with Mr Ma Kai Hui, as announced by the Company to the ASX in a capital raising update on the same date.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1 or the 10% threshold set by Listing Rule 7.1A (as the case may be). The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 15% of the issued capital of the Company under Listing Rule 7.1 and up to a further 10% of the issued capital of the Company under Listing Rule 7.1A (as the case may be) without requiring Shareholder approval.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 134,938,590 Shares, which were issued on 16 May 2019. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. The Company confirms that the issue of the 134,938,590 Shares did not breach ASX Listing Rule 7.1 or ASX Listing Rule 7.1A.

The Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

5.2 Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) a total of 134,938,590 Shares were issued to Mr Ma Kai Hui on 16 May 2019. The placee is not a Related Party of the Company;
- (b) the issue price per Share was \$0.013;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally (from the date of their issue) with, the Company's existing Shares;
- (d) \$1.75 million was raised of which approximately \$400,000 was invested in Sundance Resources Limited as part of the Sundance funding arrangement (as announced), approximately \$90,000 was used on exploration and evaluation expenditures, and approximately \$187,000 on the proposed Sundance and WAPRC transaction related costs. The balance of these funds will or have been used for working capital purposes including administrative costs, exploration and evaluation work and costs associated with the proposed Sundance and WAPRC transactions.
- (e) a voting exclusion statement has been included for the purposes of Resolution 3.

6. Resolution 5 – Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

The Directors of the Company believe that Resolution 5 is in the best interests of the Company because it allows the Company the ability to raise additional funds in a relative quick and in-expensive manner. These funds could be used for an acquisition of a new asset(s) or investments (including expenses associated with such acquisitions), should a future suitable opportunity be identified. The funds could also be utilised to fund exploration and evaluation work at the Company's Australian project (in the mid-West region of Western Australia), or to fund investments and/or costs associated with the Company's proposed Sundance and WAPRC transactions.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

6.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of Equity Securities, namely quoted Shares and unquoted Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1. At the date of this Notice, the Company has on issue 5,250,359,652 Shares, meaning the Company has the capacity to issue:

- (i) 787,553,947 Equity Securities under Listing Rule 7.1; and
- (ii) 525,035,965 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

6.3 Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) Minimum Issue Price

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Risk of economic and voting dilution

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Unlisted Options, only if the Unlisted Options are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.009 50% decrease in Issue Price	\$0.017 Issue Price	\$0.026 50% increase in Issue Price
Current Variable A 5,250,359,652 Shares	10% Voting Dilution	525,035,965 shares	525,035,965 shares	525,035,965 shares
	Funds raised	\$4,725,324	\$8,925,611	\$13,650,935
50% increase in current Variable A 7,875,539,478 Shares	10% Voting Dilution	787,553,948 shares	787,553,948 shares	787,553,948 shares
	Funds raised	\$7,087,986	\$13,388,417	\$20,476,403
100% increase in current Variable A 10,500,719,304 Shares	10% Voting Dilution	1,050,071,930 shares	1,050,071,930 shares	1,050,071,930 shares
	Funds raised	\$9,450,647	\$17,851,223	\$27,301,870

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No unlisted Options are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Unlisted Options, it is assumed that those Unlisted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.017, being the closing price of the Shares on ASX on 22 October 2019.

(c) Period within which the 10% Placement Facility can be implemented

The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) Purpose for which the 10% Placement Facility may be implemented

The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new resource assets or investments (including expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation policy when the 10% Placement Facility may be implemented

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice. However, the recipients of Equity Securities could consist of current Shareholders and/or new Shareholders (or both), none of whom will be related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(f) Voting Exclusions

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities utilising this 10% Placement Facility following the 2019 Annual General Meeting. No existing Shareholder's votes will therefore be excluded under the voting.

(g) **Prior Approvals under Listing Rule 7.1A**

The Company did not obtain Shareholder approval under ASX listing Rule 7.1A at the Company's 2018 annual general meeting.

The Company has issued the following Equity Securities in the 12 months preceding the date of this meeting:

Date of Issue	19 Dec 2018	19 Dec 2018	19 Dec 2018	15 Feb 2019	16 May 2019
Number of Securities	10,000,000	65,000,000	40,000,000	30,769,230	134,938,590
Class	Fully paid ordinary shares	Unlisted options	Unlisted options	Fully paid ordinary shares	Fully paid ordinary shares
Terms of Class / Issue	Same as existing fully paid ordinary shares previously issued by the Company	Exercisable at \$0.02 per option, expiring 30 November 2019	Exercisable at \$0.03 per option, expiring 30 November 2020	Same as existing fully paid ordinary shares previously issued by the Company	Same as existing fully paid ordinary shares previously issued by the Company
Issue Price	\$0.011 per share (deemed)	Nil	Nil	\$0.013 per share	\$0.013 per share
Discount to Market Price at date of issue	The share price on the date of issue was \$0.017, being a deemed discount of \$0.006. This represents a discount of 35.3% to the market price on the date of issue.	N/A	N/A	The share price on the date of issue was \$0.017, being a deemed discount of \$0.004. This represents a discount of 23.5% to the market price on the date of issue.	The share price on the date of issue was \$0.017, being a deemed discount of \$0.004. This represents a discount of 23.5% to the market price on the date of issue.
Total cash consideration	Nil	Nil	Nil	\$400,000	\$1,750,000
Use of cash consideration	N/A	N/A	N/A	Refer note 1 below	Refer note 2 below
Total non cash consideration paid and current value	Shares issued as approved by shareholders at the Company's AGM on 30 November 2018. 10,000,000 ordinary shares issued at \$0.011 in settlement of amounts owed (\$110,000) to Mr Keemink for consultancy services provided. Current value is calculated as \$170,000 (being 10,000,000 shares at \$0.017)	N/A - Issued to four current Directors of the Company at the time and one former Director following shareholder approval at the Company's AGM on 30 November 2018. Total combined deemed value on the date of issue was \$377,000 ⁽ⁱ⁾	N/A - Issued to four current Directors of the Company at the time following shareholder approval at the Company's AGM on 30 November 2018. Total combined deemed value on the date of issue was \$268,000 ⁽ⁱ⁾	N/A	N/A
Allottees of Equity Securities issued or Basis of Issue	Michael Keemink ATF Mikey Bear Family Trust, an entity associated with Michael Keemink (a director of the Company)	Current directors of the Company at the time, Messrs Chun Ming Ding, Michael Keemink, Philip McKeiver and the late Mr Ian King, and a previous director of the Company, Mr Edward Saunders and/or their associates and nominees.	Current directors of the Company at the time, Messrs Chun Ming Ding, Michael Keemink, Philip McKeiver and the late Mr Ian King, and/or their associates and nominees.	Ms Peiyu Liang	Mr Ma Kai Hui

Note 1 – The use of funds included approximately \$80,000 on exploration and evaluation expenditures, and approximately \$100,000 on the proposed Sundance and WAPRC transaction related costs, with the full balance used for other administrative costs and settlement of outstanding debt balances.

Note 2 - Approximately \$400,000 was invested in Sundance Resources Limited as part of the Sundance funding arrangement (as announced), approximately \$90,000 was used on exploration and evaluation expenditures, and approximately \$187,000 on the proposed Sundance and WAPRC transaction related costs. The balance of these funds will be used for working capital purposes including administrative costs, exploration and evaluation work and costs associated with the proposed Sundance and WAPRC transactions.

(i) The fair value of the Options is measured using the Black & Scholes option pricing model. Measurement inputs include the share price on the measurement date, the exercise price, the term of the Option, the expected volatility of the underlying Share, the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).

7. Resolution 6 – Contingent Resolution – Board Spill Meeting Resolution

This Resolution will only be considered and put to a vote if at least 25% of the votes cast on the resolution to adopt the Remuneration Report (Resolution 1) are cast against the adoption of the report. Such an against vote will constitute a second strike for the Company.

If the vote on this Resolution 6 is **not passed**, a Spill Meeting (as defined below) will **not** be required and the existing Directors will continue in office.

If the vote on this Resolution 6 is **passed**, an extraordinary general meeting will need to be held within 90 days (“**Spill Meeting**”) to vote on whether or not the existing Directors will be removed from office. However, the existing Directors will remain in office until immediately before that Spill Meeting.

The Board of Directors recommend that Shareholders vote **against** Resolution 6 for the following reasons:

- Shareholders should be aware that the total cost to the Company of holding a Spill Meeting is significant (including printing, mail-out and share registry costs);
- holding a Spill Meeting would cause significant disruption to the running of the Company and may impact on its ability to complete the proposed Sundance and WAPRC transactions, the re-quotation of its shares and, ultimately, the Company’s share price;
- if Resolution 6 is passed and a Spill Meeting is required, there is no guarantee that all existing Directors would seek re-election at the Spill Meeting, and this could cause significant disruption to the running of the Company, including having a significant adverse impact on:
 - the Company’s ongoing negotiations with Chinese investors and project partners;
 - the Company’s ongoing negotiations with the Cameroon Government; and
 - the Company’s ongoing efforts to complete the Sundance and WAPRC transactions.

Shareholders should also note that 276,924,750 shares (“Key Management Shares”) or 5.27% of the Company’s total issued share capital, are held by key management personnel of the Company (or their closely related parties). These Key Management Shares are not able to be voted on either Resolution 1 (the Remuneration Report resolution) or Resolution 6 (the resolution to convene a Spill Meeting). However, the Key Management Shares may be cast on resolutions put to Shareholders at a Spill Meeting for the election and re-election of Directors. The Company has been informed that, in the event Resolution 6 is passed, all the holders of Key Management Shares presently intend to vote their shares in favour of the re-election of the Relevant Directors.

If the resolution to adopt the Remuneration Report does not receive an against vote of 25% or more at the Annual General Meeting, Resolution 6 will not be put to the Meeting.

If put to the Meeting, the Spill Resolution will be considered as an ordinary resolution and will be passed if more than 50% of the eligible votes cast on the spill Resolution are cast in favour of the Resolution. Shareholders not attending the Annual General Meeting who want to cast votes on Resolution 6 will need to vote on Resolution 6 in the attached Proxy Form, prior to the consideration of Resolution 1 at the Annual General Meeting, notwithstanding that Resolution 6 will not be put to Shareholders if Resolution 1 receives an against vote of less than 25% at the Annual General Meeting.

If Resolution 6 is put to Shareholders and passed it will be necessary for the Company to hold the Spill Meeting within ninety (90) days of the Annual General Meeting in order to consider the composition of the Board.

If a Spill Meeting is held, immediately before the end of the Spill Meeting, each of the following Directors who were in office when the First Strike was received (“**Relevant Directors**”) will cease to hold office immediately before the end of the Spill Meeting:

- Mr Chun Ming Ding (assuming he is re-elected under Resolution 2);
- Mr Michael Keemink;
- Mr Philip McKeiver; and
- Dr Bielin Shi

Each of the Relevant Directors is eligible to seek re-election as a director of the Company at the Spill Meeting (although there is no guarantee that any or all of the Relevant Directors would stand for re-election at the Spill Meeting)

Under the Corporations Act, the Company is required to have a minimum of three Directors. The Corporations Act contains a mechanism to ensure that the Company will have at least three Directors after the Spill Meeting.

If, at the Spill Meeting, a minimum of two Directors are not appointed by ordinary resolution, the persons taken to be appointed will be those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the resolution for their appointment (even if less than half the votes cast on the resolution were in favour of their appointment).

The provisions of the Corporations Act, ASX Listing Rules and the Company's Constitution relating to meetings of the Company will apply to the Spill Meeting, including the requirement for the Company to provide a notice of meeting, setting out the business to be considered at the Spill Meeting.

The Chairman of the Meeting intends to vote all undirected proxies against this item of business.

SCHEDULE 1 - DEFINITIONS

In this Notice and Explanatory Memorandum:

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.
Proposed WAPRC Transaction	Conditional placement agreement with Western Australian Port Rail Construction (Shanghai) Ltd (WAPRC) under which WAPRC will subscribe for approximately 7,692,307,693 fully paid ordinary shares at 1.3 cents (\$0.013) per share for a total price of \$100 million, which following completion will equate to approximately 61% of the total issued share capital of AustSino.
Proposed Sundance Transaction	The proposed acquisition of a controlling interest in ASX listed Sundance Resources Limited under an initial and conditional proposal announced on ASX on 25 September 2018, and amended on 8 July 2019.
Related Party	as defined in section 228 of the Corporations Act
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.

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

Holder Number:

Vote by Proxy: ANS

Your proxy voting instruction must be received by **11.00am (AWST) on Wednesday, 27 November 2019**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is 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.

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.

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.



Contact	Return your completed form		All enquiries to Automic	
	 BY MAIL Automic GPO Box 5193 Sydney NSW 2001	 IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000	 BY EMAIL meetings@automicgroup.com.au	

STEP 1: Appoint Your Proxy	Complete and return this form as instructed only if you do not vote online																						
	I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of AustSino Resources Group Limited, to be held at 11.00am (AWST) on Friday, 29 November 2019 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 in the box provided below 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.																						
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The Chair intends to vote undirected proxies in favour of Resolutions 1 to 5 and against Resolution 6, 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 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.																							

STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain
	1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. Re-election of Director – Mr Chun Ming Ding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. Ratification of Shares issued by the Company to Ms Peiyu Liang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. Ratification of Shares issued by the Company to Mr Ma Kai Hui	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6. Contingent Resolution – Board Spill Meeting Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<i>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.</i>			

STEP 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED																							
	Individual or Securityholder 1	Securityholder 2	Securityholder 3																					
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	Sole Director and Sole Company Secretary	Director	Director / Company Secretary																					
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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).																								