

**Focus Minerals Ltd.**  
**ACN 005 470 799**

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Focus Minerals Ltd. (**Focus**; the **Company**) will be held as follows:

**Date:** 31 July 2020  
**Time:** 10:00am (UTC +08:00, Perth)  
**Place:** Level 2, 159 Adelaide Terrace, East Perth

Given the ongoing precautions necessary in light of the ongoing health risks posed by COVID-19, the Board has decided that **it is not possible for shareholders to attend the AGM** at its physical location.

However, the Board recognises the importance of the AGM and encourages all shareholders to join the AGM online using the link below:

[2019 Annual General Meeting Webcast](#)

If the above link does not work, you could try to click on the URL below:

[https://teams.microsoft.com//meetup-join/19%3ameeting\\_ZTNjMDVIMmUtYjg0Zi00YjA0LWJiMWQtNzc5NGJhOGQ1Njk5%40thread.v2/0?content=%7b%22id%22%3a%2253432568-3ad5-42c4-97f4-1441d4620a63%22%2c%22oid%22%3a%228087e1fa-00bf-43d4-bafa-5b447cb1f690%22%2c%22isBroadcastMeeting%22%3a%22true%7d](https://teams.microsoft.com//meetup-join/19%3ameeting_ZTNjMDVIMmUtYjg0Zi00YjA0LWJiMWQtNzc5NGJhOGQ1Njk5%40thread.v2/0?content=%7b%22id%22%3a%2253432568-3ad5-42c4-97f4-1441d4620a63%22%2c%22oid%22%3a%228087e1fa-00bf-43d4-bafa-5b447cb1f690%22%2c%22isBroadcastMeeting%22%3a%22true%7d)

**Please note that:**

1. Shareholders **will not be able to vote at the AGM**. Voting will be conducted via proxy and shareholders will need to lodge via direct proxy by no later than 10am (UTC+08:00, Perth) on 29 July 2020.
2. The Company **welcomes questions from shareholders** at the AGM. The Q&A function will be enabled for the webcast. However, Focus strongly recommends sending your questions in advance of the AGM by emailing [agm@focusminerals.com.au](mailto:agm@focusminerals.com.au). Questions should be received by 5pm on 24 July 2020.
3. Following the formal business of the AGM, the Company will be providing an operational update of its activities.

The release of this ASX announcement was authorised by the Board of Focus Minerals Ltd.

**For further information please contact:**

Zaiqian Zhang  
Chief Financial Officer  
Focus Minerals Ltd  
Phone: +61 8 9215 7888  
Email: [info@focusminerals.com.au](mailto:info@focusminerals.com.au)

**For media and investor enquiries please contact:**

Peter Klinger  
Cannings Purple  
Phone: +61 411 251 540  
Email: [pklinger@canningspurple.com.au](mailto:pklinger@canningspurple.com.au)

## **BUSINESS OF THE MEETING**

### **ORDINARY BUSINESS**

#### **1 Consideration of Reports**

To receive and consider the Annual Financial Report, the Directors' Report and Auditor's Report of Focus and its controlled entities for the period ended 31 December 2019.

*There is no vote on this item.*

#### **2 Resolution 1 – Re-election of Mr Zaiqian Zhang**

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

*That Mr Zaiqian Zhang be re-elected as a Director.*

#### **3 Resolution 2 – Appointment of auditor**

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

*That, as the Australian Securities and Investments Commission has consented to the resignation of the Focus' previous auditor PricewaterhouseCoopers, for the purposes of 327B of the Corporations Act 2001 (Cth) and for all other purposes RSM Australia Partners ABN 36 965 185 036, having been nominated by a shareholder and having consented in writing to act in the capacity of auditor of Focus, be retrospectively appointed as Auditor of the Company as at 20 August 2019.*

#### **4 Resolution 3 - Remuneration Report**

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

*That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in Focus' statutory accounts for the year ended 31 December 2019.*

The remuneration report is set out in the Directors' Report contained in Focus' Annual Report and Statutory Accounts for the period ended 31 December 2019.

The vote on this resolution is advisory only and does not bind Focus nor the Directors.

### **Voting Exclusion**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or
- (b) a Closely Related Party of such a member.

# Explanatory Notes to the Notice of Annual General Meeting

This Notice of Annual General Meeting and the Explanatory Notes are important and you should read them in full. If you are in doubt as to how you should vote, you should seek advice from your professional adviser.

The Explanatory Notes to this Notice of Annual General Meeting provide additional information on matters to be considered at the meeting. The Explanatory Notes and the proxy form constitute part of this notice.

## 1 Explanatory Notes

All Focus shareholders should read the Explanatory Notes accompanying, and forming part of, this Notice of Annual General Meeting for more details on the resolutions to be voted on at the Annual General Meeting. The information provided is intended to assist shareholders in understanding the reasons for the resolutions and their effect if passed.

## 2 Entitlement to vote

The Board of Directors of Focus, being the convener of the Annual General Meeting, has determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements at the Annual General Meeting will be as it appears in Focus' share register as at 5:00pm (UTC+08:00, Perth) on 29 July 2020 (**Record Date**). Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the Annual General Meeting.

## 3 Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

## 4 Voting in person

With regret, shareholders will not be able to vote in person. Shareholders who wish to vote will need to abide by the instructions in item 5 of the Explanatory Notes to the Notice of Annual General Meeting, Voting by Proxy.

## 5 Voting by proxy

Voting on all proposed resolutions will be conducted by poll using instructions received in advance of the meeting.

Proxies may be lodged using any of the following methods, as long as they are received no later than 10:00am (UTC+08:00, Perth) on 29 July 2020.

***Proxy forms received later than this time will be invalid.***

### **By Post:**

Computershare Investor Services Pty Limited  
GPO Box 242,  
Melbourne, Victoria 3001, Australia

### **By Fax:**

(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

### **Electronically:**

Submit proxy voting instructions online at [www.investorvote.com.au](http://www.investorvote.com.au)  
Please refer to the enclosed Voting Form for more information about submitting proxy voting instructions online.

For intermediary online subscribers only (custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 850 505

(outside Australia) +61 (0) 3 9415 4000

The proxy form forms part of this Notice of Annual General Meeting.

## **6 Written Questions**

Q&A function will be enabled for the webcast. However, Focus strongly recommends shareholders to asking questions by emailing them to [agm@focusminerals.com.au](mailto:agm@focusminerals.com.au).

## **7 Voting Exclusions**

### ***Resolution 3***

A vote on the Resolution must not be cast (in any capacity) by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report (**KMP**) or their closely related parties.

**You should carefully read the proxy form and provide a direction to the proxy on how to vote on Resolution 3.**

## **8 Business of the Meeting**

These Explanatory Notes have been prepared for the information of shareholders in relation to the business to be conducted at Focus's Annual General Meeting to be held at 10:00am (Perth time) on 31 July 2020.

The purpose of these Explanatory Notes is to provide shareholders with more information on the proposed resolutions. You should read the Notice of Annual General Meeting and Explanatory Notes in full before deciding how to vote on each resolution.

### ***Consideration of Reports***

The business of the Annual General Meeting will include the receipt and consideration of the Annual Report of Focus for the year ended 31 December 2019 together with the Directors' Report and the Auditor's Report. There is no requirement for shareholders to approve these reports.

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Financial Report, the Directors' Report and the Auditor's Report of Focus and its controlled entities for the year ended 31 December 2019.

During the discussion, the auditor of Focus, RSM Australia Partners (subject to shareholders ratifying Resolution 2), will be present and answer questions that are relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report. Shareholders may submit written questions for the auditor up to five business days before the date of the Annual General Meeting.

Shareholders wishing to do so may send their questions to the Company Secretary via email (to: [agm@focusminerals.com.au](mailto:agm@focusminerals.com.au) with "Question to the Auditor" as the subject line). The Company Secretary will pass on the questions to RSM Australia Partners.

### **Resolution 1 – Re-election of Mr Zaiqian Zhang**

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

*That Mr Zhang be re-elected as a Director.*

Mr Zhang joined Focus Minerals Ltd in September 2013 as a Senior Accountant. On 24 November 2017, he was promoted to Director and Chief Financial Officer. He is a Chartered Accountant (Chartered Accountants Australia and New Zealand) and a Chartered Secretary (Governance Institute of Australia).

Mr Zhang has a master's degree in Accounting and Finance and an Honours degree in Accounting for Management from Aston University in Birmingham, UK.

Mr Zhang is the Treasurer of the Australia China Business Council – WA Branch.

Directorships of other ASX listed companies: None

Mr Zaiqian Zhang is considered as an Executive Director.

**Recommendation:** The Directors recommend that shareholders vote in favour of Mr Zhang's re-election.

### **Resolution 2 – Appointment of auditor**

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

*That, as the Australian Securities and Investments Commission has consented to the resignation of the Focus' previous auditor PricewaterhouseCoopers, for the purposes of 327B of the Corporations Act 2001 (Cth) and for all other purposes RSM Australia Partners ABN 36 965 185 036, having been nominated by a shareholder and having consented in writing to act in the capacity of auditor of Focus, be retrospectively appointed as Auditor of the Company as at 20 August 2019.*

PricewaterhouseCoopers acted as Focus' auditor since 28 November 2013. PricewaterhouseCoopers gave notice of its intention to resign pursuant to section 329(5) of the *Corporations Act*. The Australian Securities and Investment Commission approved the resignation 20 August 2019. The Board thanks PricewaterhouseCoopers for its past assistance and services to Focus.

Section 327B of the *Corporations Act* states that a public company must appoint an auditor to fill any vacancy at the Annual General Meeting. Focus engaged RSM Australia Partners to fill the vacant position upon PricewaterhouseCoopers' resignation. Accordingly, the purpose of Resolution 2 is to ratify the appointment of RSM Australia Partners.

RSM Australia Partners has give written consent to act as Focus' auditor under section 328A of the *Corporations Act*, subject to shareholder approval of this Resolution 2. If Resolution 2 is passed, the appointment of RSM Australia Partners as Focus's auditor will be retrospectively backdated to 20 August 2019.

**Recommendation:** The Directors recommend that shareholders vote in favour of retrospectively appointing RSM Australia Partners as auditor.


### **Resolution 3 – Remuneration Report**


Under section 250R(2) of the *Corporations Act*, a listed company is required to put its Remuneration Report to shareholders for approval each year. The Remuneration Report is contained on pages 33 to 38 of the Annual Report for the Year Ended 31 December 2019 and sets out the policy for the remuneration of the Directors of Focus and each member of the KMP.

During the meeting shareholders will have an opportunity to comment upon and ask questions about the Remuneration Report. The vote on this resolution is advisory only and does not bind the Directors or Focus.

**Recommendation:** Noting that each Director has a personal interest in their own remuneration from Focus as described in the Remuneration Report, the Directors unanimously recommend that shareholders adopt the Remuneration Report.

## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (WST) Wednesday, 29 July 2020**

# Voting Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### VOTE DIRECTLY

**Voting 100% of your holding:** Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 133932**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Voting Form

Please mark  to indicate your directions

## Step 1 Indicate How Your Vote Will Be Cast

At the Annual General Meeting of Focus Minerals Ltd to be held at Level 2, 159 Adelaide Terrace, East Perth, Western Australia on Friday, 31 July 2020 at 10:00am (WST) and at any adjournment or postponement of that meeting, I/We being member/s of Focus Minerals Ltd direct the following:

Vote Directly  Record my/our votes strictly in accordance with directions in Step 2.

**PLEASE NOTE:** For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain
1 Re-election of Mr Zaiqian Zhang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

