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**FEORE LIMITED**

**EXEMPT COMPANY NO. 45631**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME: 2:00PM (HKT)**

**DATE: 31 December 2014**

**PLACE: Taichi Room, Unit 3810, 38/F, China Resources Building, 26 Harbour Road  
Wan Chai, Hong Kong**

**This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**

**Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary at +61 8 9486 4036.**

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**TIME, DATE AND VENUE**

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The Annual General Meeting of the Company to which this Notice of Meeting relates will be held at 2:00pm (HKT) on 31 December 2014 at:

Taichi Room, Unit 3810, 38/F, China Resources Building  
26 Harbour Road, Wan Chai  
Hong Kong

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**YOUR VOTE IS IMPORTANT**

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

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**VOTING ENTITLEMENT**

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For the purposes of determining voting entitlements at the Annual General Meeting, a Share will be taken to be held by the person who is registered as holding the Share at 7:00pm (AEDT) two days before the date of the Annual General Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

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**VOTING IN PERSON**

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To vote in person, attend the Annual General Meeting on the date and at the time and place set out above.

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**VOTING BY PROXY**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.



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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the 2014 Annual General Meeting of the Company will be held at 2:00pm (HKT) on 31 December 2014 at Taichi Room, Unit 3810, 38/F, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

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

## AGENDA

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### ORDINARY BUSINESS

#### Financial Statements and Reports

To receive the annual financial report of the Company and its controlled entities for the year ended 30 June 2014 together with the declaration of the directors, the directors' report and the auditor's report.

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#### 1. RESOLUTION 1 – FIXING THE NUMBER OF DIRECTORS

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

*“That the maximum number of Directors for the time being be nine (9), and that the Directors be and are hereby authorized to fill any vacancies on the Board of Directors of the Company and to appoint additional Directors up to the maximum number determined as aforesaid or such other maximum number as may be determined from time to time by the members of the Company in general meeting.”*

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#### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR. HARRY KING HAP LEE

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

*“That Mr. Harry King Hap Lee, a Director, who ceases to hold office pursuant to Bye-law 87(2) of the Bye-Laws of the Company, and being eligible and recommended by the Board of Directors of the Company for re-election, is re-elected as a Director.”*

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#### 3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DR. LOUIS YANG LUWU

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

*“That Dr. Louis Yang Luwu, a Director, who ceases to hold office pursuant to Bye-law 87(2) of the Bye-Laws of the Company, and being eligible and recommended by the Board of Directors of the Company for re-election, is re-elected as a Director.”*

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**4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR. HECHUAN**

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

*“That Mr. He Chuan, a Director, who ceases to hold office pursuant to Bye-law 87(2) of the Bye-Laws of the Company, and being eligible and recommended by the Board of Directors of the Company for re-election, is re-elected as a Director.”*

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**5. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR. STEVEN HODGSON**

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

*“That Mr. Steven Hodgson, a Director, who is retiring from his position as a Director of the Company at this annual general meeting pursuant to Bye-law 88(2) of the Bye-Laws of the Company, and being eligible and recommended by the Board of Directors of the Company for re-election, is re-elected as a Director.”*

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**6. RESOLUTION 6 – APPOINTMENT OF AUDITOR**

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

*“That Ernst & Young are appointed as auditor of the Company until the close of the next annual general meeting at a fee to be determined by the Directors.”*

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**DATED: 12 December 2014**

**BY ORDER OF THE BOARD OF DIRECTORS**



**HARRY KING  
CHAIRMAN & NON-EXECUTIVE DIRECTOR**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be considered at the Annual General Meeting to be held at 2:00pm (HKT) on 31 December 2014 at Taichi Room, Unit 3810, 38/F, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions at the Meeting.

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### 1. FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the year ended 30 June 2014 together with the declaration of the directors, the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. Shareholders are entitled at any time by giving notice in writing to the Company's share registry, Computershare Investor Services Pty Limited (by post to Level 4, 60 Carrington Street, Sydney NSW 2000, Australia) to elect to receive a hard copy of the Company's annual financial report. The Company will within 7 days upon receiving your request send the hard copy of the Company's annual financial report to you free of charge.

The Company's annual financial report is available on the internet at the following URL: "[http://www.feore.com/pdf/financial\\_information/29%20Sep%202014-Annual%20Financial%20Report%20\(Annual%202014\).pdf](http://www.feore.com/pdf/financial_information/29%20Sep%202014-Annual%20Financial%20Report%20(Annual%202014).pdf)".

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### 2. RESOLUTION 1 – FIXING THE NUMBER OF DIRECTORS

Bye-law 87(1) of the Bye-Laws provides that the maximum number of Directors is to be fixed by the Board, but may not be more than nine (9) unless the Company in general meeting determines otherwise. The Directors are authorised to fill additional vacancies and the Directors may do so if it is determined that the governance needs of the Company require additional skills and directors and that the proposed directors are appointed in accordance with the Company's Bye-laws.

Pursuant to Resolution 1, approval is sought for the fixing of the maximum number of Directors at nine (9).

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### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR. HARRY KING HAP LEE

On 9 July 2014, the Board appointed Mr. Harry King Hap Lee as a Director of the Company by casual appointment.

Rule 14.4 of the ASX Listing Rules provides that a Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company. This rule does not apply to the managing director. Bye-law 87(2) of

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the Bye-Laws also requires that a Director appointed by the Board who is not a managing director to fill a casual vacancy, or as an addition to the Board, shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

The Company seeks Shareholders' approval for the re-appointment of Mr. Harry King Hap Lee as a Director of the Company pursuant to Resolution 2.

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**4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DR. LOUIS YANG LUWU**

On 9 July 2014, the Board appointed Dr. Louis Yang Luwu as a Director of the Company by casual appointment.

Rule 14.4 of the ASX Listing Rules provides that a Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company. This rule does not apply to the managing director. Bye-law 87(2) of the Bye-Laws also requires that a Director appointed by the Board who is not a managing director to fill a casual vacancy, or as an addition to the Board, shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

The Company seeks Shareholders' approval for the re-appointment of Dr. Louis Yang Luwu as a Director of the Company pursuant to Resolution 3.

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**5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR. HE CHUAN**

On 1 June 2014, the Board appointed Mr. He Chuan as a Director of the Company by casual appointment.

Rule 14.4 of the ASX Listing Rules provides that a Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company. This rule does not apply to the managing director. Bye-law 87(2) of the Bye-Laws also requires that a Director appointed by the Board who is not a managing director to fill a casual vacancy, or as an addition to the Board, shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

The Company seeks Shareholders' approval for the re-appointment of Mr. He Chuan as a Director of the Company pursuant to Resolution 4.

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**6. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR. STEVEN HODGSON**

Bye-law 88 of the Bye-Laws requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest to but not exceeding one-third, shall retire from office, provided always that no Director (except a managing director) may hold office for a period in excess of 3 years, or beyond the third annual general meeting following his or her appointment, whichever is the longer, without retiring.

Bye-law 90 of the Bye-Laws requires the Directors to retire at an annual general meeting are



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those who (1) wish to retire and not to offer himself or herself for re-election, and (2) have been longest in office since their last re-election or appointment, but, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Mr. Harry King Hap Lee, Dr. Louis Yang Luwu and Mr. He Chuan, who were appointed by the Board pursuant to Bye-law 87(2) of the Bye-Laws, are not subject to retirement by rotation at this Meeting.

The Director who has been longest in office since his appointment is Mr. Steven Hodgson, who retires by rotation in accordance with Bye-law 88.

Bye-law 89 of the Bye-Laws provides that a Director who retires by rotation under Bye-law 88 of the Bye-Laws is eligible for re-election.

The Company seeks Shareholders' approval for the re-election of Mr. Steven Hodgson as a Director of the Company pursuant to Resolution 5.

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## **7. RESOLUTION 6 – APPOINTMENT OF AUDITOR**

Bye-law 155 of the Bye-Laws provides that members of the Company at each annual general meeting shall appoint an auditor to hold office until the close of the next annual general meeting. In addition, Bye-law 157 of the Bye-Laws provides that the remuneration of the auditor of the Company shall be fixed by the shareholders or in such manner as the shareholders of the Company may determine.

Ernst & Young are the Company's auditors. Pursuant to Resolution 6, approval is sought for the re-appointment of Ernst & Young as the Company's auditors until the close of the next annual general meeting at a fee to be determined by the Directors.

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## **6. ENQUIRIES**

Shareholders are requested to contact the Company Secretary on +61 8 9486 4036 if they have any queries in respect of the matters set out in these documents.

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## **GLOSSARY**

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**AEDT** means Australian Eastern Daylight Time.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Bye-Laws** means the Company's Bye-Laws.

**Company** means FeOre Limited (ARBN 152 971 821).

**Companies Act** means the Companies Act 1981 of Bermuda.

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**HKT** means Hong Kong time as observed in the Hong Kong SAR.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.





FeOre Limited  
ARBN 152 971 821

## Lodge your vote:



### By Mail:

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

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

## For all enquiries call:

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

## Proxy Form

**For your vote to be effective it must be received by 2:00pm Hong Kong Time (HKT) on Monday 29 December 2014.**

### How to Vote on Items of Business

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

#### 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:** Where you hold two or more shares, 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. 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

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

**Joint Holding:** Where the holding is in more than one name, any one of such joint securityholders may vote and each such person may sign a proxy form. However, if more than one of such joint securityholders is present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint securityholders.

**Power of Attorney:** If you have not already lodged the Power of Attorney under which the proxy form is signed with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** In the case of a proxy form purporting to be signed on behalf of a corporation it should be executed either under its seal or under the hand of an officer, attorney or other person authorised to sign the same and if signed by an officer it shall be assumed, unless the contrary appears, that such officer is duly authorised to sign on behalf of the corporation.

### Attending the Meeting

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

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form →**



View your securityholder information, 24 hours a day, 7 days a week:

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



**Review your securityholding**



**Update your securityholding**

**Your secure access information is:**

**SRN/HIN:**



**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.

## Proxy Form

Please mark ☐ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of FeOre Limited hereby appoint

☐

the Chairman  
of the meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of FeOre Limited to be held at Taichi Room, Unit 3810, 38/F, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Wednesday 31 December 2014 at 2:00pm Hong Kong Time (HKT) and at any adjournment of that meeting.

### STEP 2 Items of Business



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

|  | For                      | Against                  | Abstain                  |
|--|--------------------------|--------------------------|--------------------------|
| 1 Fixing the Number of Directors                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-Election of Director – Mr. Harry King Hap Lee | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-Election of Director – Dr. Louis Yang Luwu    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Re-Election of Director – Mr. He Chuan           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Re-Election of Director – Mr. Steven Hodgson     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Appointment of Auditor                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

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

This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /