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**RICHFIELD INTERNATIONAL LIMITED**

**ABN 31 103 306 403**

**NOTICE OF ANNUAL GENERAL MEETING**

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<b>TIME:</b>	5.30pm (WST)
<b>DAY:</b>	Wednesday
<b>DATE:</b>	27 May 2015
<b>PLACE:</b>	The Boardroom At the offices of NKH Knight Level 2, Spectrum 100 Railway Road SUBIACO WA 6008

**The Annual Report is now available on the Company's website via the following link:**

<http://www.richfield.com.sg/>

This is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

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

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### **VENUE**

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at

- 5.30pm (WST) on Wednesday, 27 May 2015
- The Boardroom, at the offices of NKH Knight, Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008

### **YOUR VOTE IS IMPORTANT**

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

### **VOTING IN PERSON**

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

### **VOTING BY PROXY**

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:

- post to PO Box 1592, Booragoon WA 6954;
- email to [eryn@kestelcorp8.com.au](mailto:eryn@kestelcorp8.com.au)

so that it is received not later than 5.30pm (WST) on Monday, 25 May 2015.

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

### **VOTING ELIGIBILITY**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (AEST) on Monday, 25 May 2015.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Richfield International Limited will be held at 5.30pm (WST) on Wednesday, 27 May 2015 at The Boardroom, at the offices of NKH Knight, Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008.

The Explanatory Memorandum to this Notice of Meeting forms part of the Notice and provides additional information on matters to be considered at the Annual General Meeting.

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

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## AGENDA

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### Receipt of Annual Financial Report

To receive the Annual Financial Report, including Directors' Declaration and accompanying Reports of the Directors and Auditors for the Financial Year ending 31 December 2014.

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### NON-BINDING Resolution

#### 1. Adoption of Remuneration Report

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

*"That, for the purpose 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 the Company's annual financial report for the financial year ended 31 December 2014."*

**VOTING EXCLUSION STATEMENT:** In accordance with Section 250R of the Corporations Act, a vote on Resolution 1 must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if:

- (a) That person is acting as proxy, the proxy form specifies how the proxy is to vote and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) The person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel

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### ORDINARY Resolution

#### 2. Re-Election of Mr Andrew Phillips as Director

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

*"That, in accordance with clause 14.4(b) of the Company's Constitution and for all other purposes, Mr Andrew Phillips who retires by rotation in accordance with the Company's Constitution, offers himself for re-election, is hereby re-elected as a Director of the Company."*

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### 3. Approval to Issue Shares for a Capital Raising

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 35,000,000 fully paid Ordinary Shares in the capital of the Company at an issue price of not less than 8.5 cents per Share, as described in the Explanatory Memorandum”*

**Voting Exclusion:** *The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities. 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.*

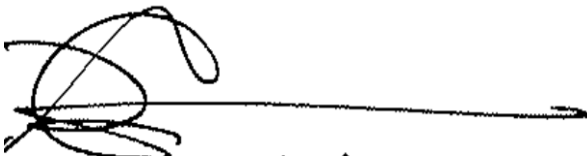
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### General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or Corporations Act.

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### By Order of the Board

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke extending to the right.

**Chak Chew Tan**  
**Managing Director**  
15 April 2015

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## **EXPLANATORY MEMORANDUM**

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This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the Annual General Meeting of Shareholders to be held on Wednesday, 27 May 2015 at 5.30pm (WST).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice and is a brief explanation of the matters for which Shareholder approval is sought in each Resolution.

### **Annual Financial Report**

The first agenda item is to receive the annual report of the Company for the year ended 31 December 2014.

Section 317 of the Corporations Act requires the directors to lay before the Annual General Meeting the financial report, the directors' report (including the Remuneration Report) and the auditor's report for the last financial year that ended 31 December 2014. Those holders that elected to receive a printed copy of the annual report will have received a copy with this Notice.

In accordance with sections 250S and 250SA of the Corporations Act, shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to

- (a) Ask questions or make comment to the Directors' present on the management of the Company and Remuneration Report; and
- (b) Ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

But no formal resolution to adopt the annual report will be put to the shareholders at the Annual General Meeting.

Shareholders who are unable to attend the Annual General Meeting are able to submit written questions to the Chairman about:

- (a) The preparation and the content of the 2014 Auditor's Report;
- (b) The conduct of the 2014 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2014 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2014 audit

The questions will need to be submitted no later than five (5) business days (no later than Monday, 18 May 2015) before the Annual General Meeting to the Company Secretary at the Company's Registered Office.

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

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In accordance with Section 250R(2) of the Corporations Act at a listed company's Annual General Meeting, the Board is required to present the Company's Remuneration Report so that it can be put to a vote by the shareholders for adoption.

The Remuneration Report is incorporated into the Directors' Report contained in the 2014 Annual Report and in accordance with Section 300A of the Corporations Act contains the information that needs to be included in the Remuneration Report of the Company's annual report.

The Remuneration Report:

- Sets out the remuneration arrangements for each Director and for each of the KMP of the Company; and
- Explains the Board's policies in relation to the objectives and structure of remuneration

The Directors believe that the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate for the size of the Company, its business and objectives. The Board has not increased total directors' fees since the Company's inception.

In accordance with Section 250SA of the Corporations Act, Shareholders will be given an opportunity to ask questions of the Directors in relation to the Remuneration Report.

The Remuneration Report is for consideration and adoption by way of a non-binding resolution. The vote on this Resolution is advisory only and does not bind the Directors of the Company to the outcome passed.

A failure of Shareholders to pass Resolution 1 will not require the directors to alter any of the arrangements in the Remuneration Reports and the Board will take into account the outcomes of the votes when considering the future remuneration arrangements of the Company.

As a result of amendments to the Corporations Act known generally as the "two strikes rule", Shareholders should note that the result of the vote on this Resolution may affect next year's Annual General Meeting (**AGM**).

If 25% or more of the votes cast on the 2014 Remuneration Report at this 2015 AGM are "against" and another "against" vote is recorded on the 2015 Remuneration Report, the Company will be required to put to Shareholders at the 2016 AGM a resolution proposing the calling of a general meeting (within 90 days of the 2016 AGM) to consider a Spill Resolution whereby all the Company directors (other than the Managing Director) will be required to stand for election.

If shareholders appoint the Chairman as their proxy, and they do not direct how the chairman is to vote on Resolution 1 on the proxy form they are taken to expressly authorise and acknowledge that the Chairman will exercise their proxy, in line with his stated intention, even if he has an interest in the outcome of the resolution.

The Chairman of the Meeting intends to vote undirected proxies that are able to be voted, in **favour** of the adoption of the Remuneration Report.

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## **RESOLUTION 2 – RE-ELECTION OF MR PHILLIPS**

In accordance with ASX Listing Rule 14.5; a public listed company must hold an election of directors each year, which is usually done at the Annual General Meeting. No director of a public listed company may hold office past the third Annual General Meeting following their appointment without re-election.

Clause 14.4(b) of the Company's Constitution requires that at the Company's Annual General Meeting one third of the Directors for the time being shall retire from office.

Richfield International Limited currently has three (3) Non-Executive Directors and accordingly, one (1) must retire but the director who retires by rotation under Clause 14.4(b) of the Constitution is eligible for re-election.

Mr Phillips retires as a Director by rotation and being eligible, seeks re-election in accordance with clause 14.4(b) of the Constitution as a Non-Executive Director.

Mr Andrew Phillips was appointed to the Board by the Directors on 21 July 2010.

Mr Andrew Phillips has over seventeen (17) years international experience previously working at a board level and in senior financial and commercial management positions with a number of public and multinational companies in Australia and New Zealand.

Along with serving as an Independent Director of the company over the past six (6) years, he has served as Director and Company Secretary of several ASX listed companies including Secretary for MDS Financial Group Limited.

In addition he currently serves as a director of a number of proprietary registered companies and is an Independent Director, on a pro-bono basis, with a charitable organisation providing aid and funds to children in Kenya.

Previously he has held the executive positions of Group Financial Controller, Finance Director Executive Director and Chief Financial Officer.

The Board (excluding Mr Phillips) recommends the re-election of Mr Phillips as a Non-Executive Director of the Company.

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### **RESOLUTION 3 – APPROVAL TO ISSUE SHARES FOR A CAPITAL RAISING**

Under Resolution 3, the Company seeks Shareholder approval to issue up to 35,000,000 Shares for capital raising purposes.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The Company is seeking approval under this Listing Rule for the proposed offer of up to 35,000,000 fully paid Ordinary Shares to allow this number of Shares not to be included in the calculation under ASX Listing Rule 7.1. This will enable the Company to have the flexibility to issue equity securities in the future up to the 15% threshold without the requirement to obtain Shareholder approval.

The effect of Resolution 3 will be to allow the Company to issue the Shares pursuant to the placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

#### **Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) The maximum number of Shares to be issued is 35,000,000;
- (b) The Shares will be issued no later than 3 months after shareholder approval (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of ASX Listing Rule 7.3.2);
- (c) The Shares will be issued at a price of not less than 8.5 cents, being the closing share price as at the date of preparation of this Notice of Meeting;
- (d) The names of the subscribers of the Shares are currently unknown and will be chosen at the discretion of the Directors, but will not be related parties or their associates. The subscribers may be institutional and/or professional investors and will be identified on the basis of the Directors' view of their ability to participate in the proposed placement and any added value they are able to bring to the Company;
- (e) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) The Shares will be issued progressively as the placement funds are received;
- (g) The funds to be raised by the Company are intended to be used for the following purposes:
  - Acquisition opportunities that the Company are currently reviewing in the context of advancing its existing projects or potential new investments; and
  - General working capital requirements of the Company

(h) A voting exclusion statement is included in the Notice.



## GLOSSARY

**\$** means Australian dollars

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

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

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

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

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

**Company** means Richfield International Limited (ACN 103 306 403).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director means** Executive Director, Managing Director and Non-Executive Directors

**Equity Securities** has the same meaning as in the ASX Listing Rules but includes:

- (a) a share;
- (b) a unit;
- (c) a right to a share or unit or option;
- (d) an option over an issued or unissued security;
- (e) a convertible security;
- (f) any security that ASX decides to classify as an equity security
- (g) BUT not a debt security

**Executives** means all those senior employees who have been invited to participate in the Company's management of day to day administrative and operational matters

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice of Meeting.

**Key Management Personnel** is defined by AASB 124 Related Party disclosures as all directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Memorandum.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2014

**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.

**WST** means Western Standard Time as observed in Perth, Western Australia.

**PROXY FORM  
RICHFIELD INTERNATIONAL LIMITED  
ACN 103 306 403**

**ANNUAL GENERAL MEETING**

**Member Details**

Name: .....

Address: .....

Contact Telephone No: .....

I/We being a Member/s of Richfield International Limited and entitled to attend and vote hereby appoint

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Chairman of the Meeting

OR

Insert Name of Appointed Proxy Below

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Annual General 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 Richfield International Limited to be held at The Boardroom, at the office of NKH Knight, Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008 on Wednesday, 27 May 2015 at 5.30pm (WST) and at any adjournment of that meeting.

**Chairman authorised to exercise proxies on remuneration related matters:** If I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 even though the Chairman is, and that item is connected directly or indirectly with the remuneration of, a member of key management personnel of Richfield International Limited, which includes the Chairman.

**Chairman to vote undirected proxies in favour:** I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.

**Non-Binding Resolution**

Resolution 1. Adoption of Remuneration Report

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**Ordinary Resolutions**

Resolution 2. Re-election of Mr Phillips as Director

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Resolution 3. Approval to Issue Shares for a Capital Raising

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Please Note: By marking the Abstain box for any of the Resolution 1 to 3 you are directing the 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.

\*If you mark the Abstain box for Resolutions 1 to 3, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll. If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this Form.

If two (2) proxies are being appointed, the proportion of voting rights this voting represents is

%

**PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be valid**

Individual or Member 1

Sole Director and  
Sole Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

# Voting

## Voting entitlements

In accordance with the Corporations Act, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 7.00pm (WST) on Monday, 25 May 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

No voting exclusions apply to any of the Resolutions contained in the Notice of Meeting.

## Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the attached proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the meeting to facilitate this registration process.

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is enclosed with this Notice of Meeting.

## Voting by proxy

Shareholders should complete the proxy form if they do not wish to attend the meeting and wish to appoint a proxy to attend and vote on their behalf. If you intend to attend the meeting, you do not need to complete the proxy form. However, please bring the proxy form with you to the meeting to assist with your registration.

You may still attend the meeting even if you have appointed a proxy. However, your proxy's authority is suspended in relation to any resolutions on which you choose to vote personally.

## Appointing a second proxy

You may appoint up to 2 persons to act as your proxy to attend and vote on your behalf. If you wish to do this you must use a separate proxy form in respect of each proxy and indicate the percentage of your voting rights or the number of shares that each proxy is appointed in respect of each proxy form. You should photocopy the enclosed proxy form or request an additional proxy form to be sent to you.

## Directing your proxy how to vote

If you wish to direct your proxy how to vote on any or all of the resolutions, place a mark "X" in the "For", "Against" or "Abstain" box. If you do not direct your proxy how to vote, your proxy may vote as he, she or it sees fit. If you mark the abstain box, you are directing your proxy not to vote on your behalf in respect of that resolution and your votes will not be included on a show of hands or on a poll.

If you appoint the Chairman of the meeting as your proxy, but do not give directions on how to vote on a particular resolution, the Chairman will vote in favour of that resolution even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

## **Signing instructions**

Individuals	The individual, who is the shareholder, or his or her attorney, must sign the form.
Joint holding	Each person who is a joint shareholder, or their attorneys, must sign the form.
Companies	The company that is the shareholder must sign the form in accordance with section 127 of the Corporations Act either by a director jointly with either another director or a company secretary, or where the company has a sole director who is also the sole company secretary (or there is no company secretary), by that director.
Power of attorney	Any shareholder signing under a power of attorney must attach a certified photocopy of the power of attorney document to this form.

## **Lodging your proxy forms**

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 5.30pm (WST) on Monday, 25 May 2015. Any proxy form received after that time will not be valid for the scheduled meeting.

By mail                      PO Box 1592  
                                    BOORAGOON WA 6954

By email                    [eryn@kestelcorp8.com.au](mailto:eryn@kestelcorp8.com.au)

## **Lodging your corporate representative form**

The corporate representative form (and any power of attorney under which it is signed) can also be received no later than 5.30pm (WST) on Monday, 25 May 2015 at any one of the above addresses or provided to the Chairman at the Annual General Meeting.

**Richfield International Limited**  
**ABN 31 103 306 403**

**Corporate Representative Form**

**Shareholder Details**

This is to certify that by a resolution of the directors of:

\_\_\_\_\_ ACN \_\_\_\_\_  
(Insert Company Name)

\_\_\_\_\_  
(Insert Address)

The Company has appointed:

\_\_\_\_\_  
(Insert Name of Corporate Representative)

In accordance with the provisions of Section 250D of the Corporations Act to act as the Corporate Representative of the company to exercise all or any of the powers the company may exercise at the Annual General Meeting of shareholders of Richfield International Limited ACN 103 306 403 to be held on Wednesday, 27 May 2015 at 5.30pm (WST) and at any adjournment or postponement of the Annual General Meeting, or any meeting arising from the Annual General Meeting.

Dated this      day of      2015

Executed by \_\_\_\_\_ ACN \_\_\_\_\_  
In accordance with section 127 of the *Corporations Act 2001*:

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director/Secretary

\_\_\_\_\_  
Name of Authorised Representative

\_\_\_\_\_  
Signed by Authorised Representative