



(ACN 000 317 251)

## NOTICE OF GENERAL MEETING

AND

## EXPLANATORY MEMORANDUM TO SHAREHOLDERS

A PROXY FORM IS ENCLOSED

Date of Meeting  
14 December 2015

Time of Meeting  
10.30 am AEST

Place of Meeting  
QT Gold Coast,  
Gold Coast Highway (Corner Staghorn Avenue),  
Surfers Paradise, Queensland

*This is an important document. Please read it carefully.*

*If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.*

*To assist the company, if you are planning to attend would you please advise the company either by:-*

*Emailing- [admin@cudeco.com.au](mailto:admin@cudeco.com.au); or  
Calling the CuDeco office on 07 5503 1955.*

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## NOTICE OF MEETING

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the members of CuDeco Limited ACN 000 317 251 (**Company**) will be held on 14 December 2015 at 10.30am AEST at QT Gold Coast, Gold Coast Highway (Corner Staghorn Avenue), Surfers Paradise, Queensland. The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

### AGENDA

#### ORDINARY BUSINESS

##### **Financial report for the year ended 30 June 2015**

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements of the Company for the financial year ended 30 June 2015.

##### **Resolution 1 – Adoption of the Remuneration Report**

To consider and, if thought fit, pass the following Advisory Resolution:

"That the Remuneration Report for the financial year ended 30 June 2015 (as set out in the Directors Report) is adopted."

#### **VOTING EXCLUSION STATEMENT FOR RESOLUTION 1**

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

#### **Voting Restriction Statement pursuant to Section 250R(4) of the Corporations Act**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel (**KMP**) details of whose remuneration is included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
  - 1. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution (directed proxy); or
  - 2. the voter is the Chair and the appointment of the chair as proxy: -
    - i. does not specify the way the proxy is to vote on the resolution; and
    - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or if the Company is part of a consolidated entity, for the entity..

#### **Voting Intention of Chair**

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

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**Resolution 2 – Re-election of Director**

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

“That Paul Keran, being a Director of the Company who retires by rotation in accordance with Article 3.6 of the Constitution of the Company, and being eligible, offers himself for re-election, and is re-elected as a Director of the Company.”

**Resolution 3 – Re-election of Director**

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

“That Zhaohui Wu being a Director of the Company who retires by rotation in accordance with Article 3.6 of the Constitution of the Company, and being eligible, offers himself for re-election, and is re-elected as a Director of the Company.”

**Resolution 4 – Re-election of Director**

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

“That Zhijun Ma being a Director of the Company who retires by rotation in accordance with Article 3.6 of the Constitution of the Company, and being eligible, offers himself for re-election, and is re-elected as a Director of the Company.”

**Resolution 5 – Re-election of Director**

“That Jiang Yongmin, a Director appointed by the board of Directors since the last Annual General Meeting, retires in accordance with Clause 3.3 of the Constitution of the Company, and being eligible, is re-elected as a Director of the Company.”

**Resolution 6 – Ratification of Share Issue**

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

“That, in accordance with ASX Listing Rule 7.4, and for all other purposes Shareholders ratify the issue of 37,500,000 Shares to Rich Lead Investment Pte Limited on the terms and conditions as set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

**VOTING EXCLUSION STATEMENT FOR RESOLUTION 6**

The Company will disregard any vote cast by:

- (a) a person who participated in the issue; and
- (b) an associate of that person (or persons).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

**General Business**

To consider any other business which may lawfully be brought forward.

BY ORDER OF THE BOARD



B. J. Bamonte  
Company Secretary  
13 November 2015

Members who do not plan to attend the Meeting are encouraged to complete and return a proxy form attached to the Explanatory Memorandum.

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**CUDECO LIMITED**  
**ACN 000 317 251**  
**EXPLANATORY MEMORANDUM**

**1. INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders of CuDeco Limited ACN 000 317 251 (**CuDeco** or **Company**) in connection with the business to be conducted at the Company's Annual General Meeting to be held on 14 December 2015 at 10.30 am AEST at QT Gold Coast, Gold Coast Highway (Corner Staghorn Avenue), Surfers Paradise, Queensland.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

A Glossary of Terms used in this Explanatory Memorandum are defined in section 8.

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions

**2. FINANCIAL REPORT FOR THE YEAR ENDED 2015**

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2015 Annual Report will be tabled at the Annual General Meeting.

The Company's Annual Report is comprised of the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2015.

Shareholders will have the opportunity to discuss the Annual Report and make comments and raise queries in relation to the Report. No voting is required on this item.

Representatives from the Company's auditors, KPMG will be available to take Shareholders' questions and comments about the conduct of the audit and the preparation and content of the Audit Report.

Shareholders may obtain a copy of the Company's 2015 Annual Report by sending a request to the Company. Alternatively, the 2015 Annual Report is available on the Company's website ([www.cudeco.com.au](http://www.cudeco.com.au)) for you to download or read online.

**3. RESOLUTION 1 – Adoption of the Remuneration Report**

The Annual Report for the financial year ended 30 June 2015 contains a Remuneration Report, which forms part of the Directors' Report and sets out the remuneration policy for the Company and reports the remuneration arrangements in place for all Directors and senior executives. The Board appointed a remuneration committee in November 2009 who provides recommendations to the Board on the remuneration paid to the Directors and other Key Management Personnel (**KMP**).

The Corporations Act requires listed companies to put a non-binding resolution to Shareholders to adopt the Remuneration Report. In line with this legislation, this vote will be advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when considering the Company's remuneration policy.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors or the Company.

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There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting (in any capacity) on Resolution 1, details of which are set out in the Voting Restriction Statement included in Resolution 1 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. 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 by the Company immediately.

#### **4. RESOLUTIONS 2, 3 and 4 – Re-election of Directors**

In accordance with the requirements of the Company's Constitution, ASX Listing Rules and the Corporations Act, one-third of the Directors of the Company (other than the managing director) and those who were re-elected more than three years ago retire from office at this AGM and, being eligible, offer themselves for re-election. Details of the qualifications and experience of Paul Keran, Zhaohui Wu and Zhijun Ma are available in the Annual Report.

#### **5. RESOLUTION 5 – Re-election of Director**

Mr Jiang Yongmin, was appointed as a Director by the board of Directors on 24 July 2015, since the last Annual General Meeting. Mr Yongmin is a non-executive director and joined the board as a nominee of Sinosteel Equipment and engineering Limited, a substantial shareholder of CuDeco. Mr Yongmin retires in accordance with Clause 3.3 of the Constitution of the Company, and being eligible, is re-elected as a Director of the Company.

#### **6. RESOLUTION 6 - Ratification of Share Issue**

The Company issued 37,500,000 Shares to Rich Lead Investment Pte Limited as a share placement to raise funds to assist with the completion of process plant at the Rocklands project and to provide ongoing working capital.

The share issue is to be completed by 18 November 2015.

#### **Regulatory Requirements**

ASX Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders (**15% Rule**).

The general operation of the 15% Rule means that the Company cannot issue new securities which exceed 15% of the issued capital of the Company in any 12 month period without the prior approval of its shareholders. Accordingly, the Directors are seeking Shareholder ratification to the previous issue of the Shares in accordance with ASX Listing Rule 7.4. The effect of the Shareholders approving this Resolution will be to remove the Shares issued to Rich Lead from the operation of the 15% Rule and enable the Company to issue further Shares for any subsequent requirements that may arise.

Under Listing Rule 7.4, an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under ASX Listing Rule 7.1); and
- holders of the ordinary securities subsequently approve the issue.

#### **Specific Information required by ASX Listing Rule 7.5 with respect to Resolution 5**

For the purposes of ASX Listing Rule 7.5 information is provided as follows:-

- (i) The total number of Shares issued to Rich Lead was 37,500,000 Shares.
  - (ii) The price at which the Shares were issued was \$0.80 per Share.
  - (iii) The Shares issued were fully paid ordinary shares in the Company which rank equally in all respects with the Company's existing quoted shares.
  - (iv) The Shares were issued to Rich Lead by 18 November 2015.
  - (v) The proceeds from the Share issue will be used to fund the capital costs associated with the finalisation of the Construction of the Rocklands Process Plant and to provide working capital.
  - (vi) A voting exclusion statement is included in the Notice.
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## 7. Voting Intentions of the Chairman

The Chairman intends to vote in favour of all Resolutions. This is stated for any Shareholders that appoint the Chairman as their proxy.

## 8. Glossary of Terms

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange.

**ASX Listing Rules** means the official listing rules of the ASX.

**Board** means the board of Directors of the Company.

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- a spouse or child of the member; or
- a child of the member's spouse; or
- a dependant of the member or the member's spouse; or
- 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 dealings with the entity; or
- a company the member controls; or
- a person prescribed by the regulations for the purposes of this definition.

**Company** or **CuDeco** means CuDeco Limited ACN 000 317 251.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

**Directors** mean the directors of the Company.

**Key Management Personnel** or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

**Rich Lead** means Rich Lead Investment Pte Limited.

**Meeting** or **Annual General Meeting** means the annual general meeting to be held on 14 December 2015.

**Notice** or **Notice of Meeting** means the notice of meeting giving notice to Shareholders of the Meeting and which accompanies this Explanatory Memorandum.

**Resolution** means a resolution proposed at the Meeting.

**Shareholder** means a holder of ordinary Shares in the Company.

**Shares** means ordinary fully paid shares in the issued capital of the Company.

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I / We

of

being shareholder(s) of CuDeco (Company)

hereby appoint:

of:

or failing him/her:

of:

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at QT Gold Coast, Gold Coast Highway (Corner Staghorn Avenue), Surfers Paradise, Queensland on Monday 14 December 2015 at 10.30am AEST and at any adjournment thereof in respect of all of my/our shares in the Company unless otherwise specified below.

#### Use of Proxy

##### Direction on how to vote

If you wish to direct the Proxy how to vote, please place a mark in the appropriate boxes below.

Please note: If you mark the Abstain box for a resolution, 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.

I/we direct my/our proxy to vote as indicated below:

	<i>For</i>	<i>Against</i>	<i>Abstain</i>
<i>Resolution 1 – Adoption of Remuneration Report</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 2 – Re-election of Director – P. Keran</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 3 – Re-election of Director – Z. Wu</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 4 – Re-election of Director – Z. Ma</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 5 – Re-election of Director – J Yongmin</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 6 – Ratification of prior share issue</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

##### No direction on how to vote - Chair as Proxy (Remuneration Resolutions)

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (Remuneration Resolution) (except where I/we have indicated a different voting intention below) even though the Remuneration Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company (which includes the Chairman), or if the Company is part of a consolidated entity, that entity.

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### Chairman's Voting intention

The Chair intends on voting in favour of all undirected proxies (including the Remuneration Resolutions).

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.

### No Direction on how to vote - General

If you do not direct your proxy on how to vote as your proxy in respect of the resolution/s, the Proxy may cast your vote as the Proxy thinks fit or may abstain from voting. By signing this appointment you acknowledge that, subject to the *Corporations Act 2001* (Cth), the Proxy may exercise your proxy even if he/she has an interest in the outcome of the resolution/s and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest (subject to the section above in relation to voting on Remuneration Resolutions by the Chair of the meeting).

### Apportionment - Multiple Proxies

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is ..... %. (An additional proxy form will be supplied by the Company on request)

### Apportionment - Multiple Shares

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is ..... shares. (Note: proxy will be over all shares if left blank)

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### Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, each of the holders must sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

If a representative of a corporate shareholder or proxy is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

### Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 10.30 am 10 December 2015, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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#### Individual or Security holder 1

**Sole Director and  
Sole Company Secretary (If  
appointed)**

#### Security holder 2

**Director**

#### Security holder 3

**Director/Company Secretary**

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**Contact Name**

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**Contact Daytime Telephone**

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**Date**

#### Documents may be lodged:

IN PERSON: Registered Office – Unit 33, Brickworks Annex,  
19 Brolga Avenue,  
Southport, Queensland 4215

BY MAIL: Postal Address – P O Box 1044, Southport, Queensland 4215

BY FAX: (61 7) 5503 0288

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