

ACN 085 162 456



SLF MR SAM SAMPLE **FLAT 123** 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE

SAMPLEVILLE VIC 3030

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 Intermediary Online subscribers only (custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form XX

注注 For your vote to be effective it must be received by 11.00am (Sydney time) on Sunday 29 May 2016

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: 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

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, 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

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 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



Review your securityholding



✓ Update your securityholding

Your secure access information is:

SRN/HIN: 19999999999



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

MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

ı	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



I 999999999

LND

Proxy Form

Please mark **X** to indicate your directions

P1 A	ppoint a Pro	xy to Vote	on Your Be	ehalt				XX
I/We being	a member/s of S	Sino-Excel Er	nergy Limited he	ereby appoint				743
	Chairman e Meeting OR				yo	LEASE NOTE: Loud nave selected eeting. Do not ins	the Chairm	nan of the
to act genera to the extent Minter Ellisor	ally at the Meeting o permitted by law, a	on my/our behalf as the proxy see 0, Governor Mad	f and to vote in accors fit) at the Annual course Tower, 1 Fa	or body corporate is nar ordance with the followin General Meeting of Sino- arrer Place, Sydney NSW	g directions (or if i -Excel Energy Lim	no directions ha	ave been at the off	given, ar
the Meeting a proxy on Res	as my/our proxy (or solution 1 (except w	the Chairman by there I/we have	pecomes my/our pro indicated a differen	neration related resolution by default), I/we exprint voting intention below) personnel, which includes	essly authorise the	e Chairman to	exercise	my/our
-		-	g is (or becomes) yo ate box in step 2 be	our proxy you can direct low.	the Chairman to v	ote for or agair	st or abs	tain from
22 Ite	ems of Busir			u mark the Abstain box for a			required m	naiority
						¢o ^t	Against	Abstain
Resolution 1	Non binding appro	oval of Remuner	ation Report					
Resolution 2	Re-Election of Dir	rector – Mr. Rich	ard Holstein					
		or – Mr. Stephen	Wong					
Resolution 3	Election of Directo							
		or – Ms. Yuen Si	iu-fong Joan Jones					
Resolution 3 Resolution 4 Resolution 5								

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

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Contact
Daytime
Name
Date

Computershare





Sino-Excel Energy Limited

ACN 085 162 456

Notice of
Annual General Meeting
&
Explanatory Statement

The Annual General Meeting to be held at

The Offices of Minter Ellison, Lawyers

Level 40, Governor Macquarie Tower, 1 Farrer Place, SYDNEY, NSW, 2000

on

31st May 2016 at 11.00 am (Sydney time).

This Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sino-Excel Energy Limited ACN 085 162 456 (the **Company**) will be convened at the offices of Minter Ellison, Level 40, 1 Farrer Place, SYDNEY, NSW, 2000, on 31st May 2016 at 11.00 am (Sydney time). If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

An Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires have the same meaning as explained in the Explanatory Statement.

AGENDA

Financial Statements and Reports

To receive and consider the Annual Financial Report of the Company, together with the Directors' Report and Auditor's Report for the period ending 31 December 2015.

Resolution 1 - Non binding approval of Remuneration Report

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

"That for all purposes, Shareholders adopt the Remuneration Report set out in the Directors' Report for the year ended 31 December 2015."

Notes:

- a) The vote on this resolution is advisory only and does not bind the Directors of the Company.
- b) The Company's key management personnel and their closely related parties must not cast a vote on the Remuneration Report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution and that proxy specifies how to vote on the resolution.
- c) The Chairman will vote all undirected proxies in favour of this resolution.
- d) If you wish to vote "against" or "abstain" you should mark the relevant box on the attached Proxy Form.



Resolution 2 - Re-Election of Director - Richard Holstein

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

"That, for all purposes, Mr. Richard Holstein, being a Director of the Company who retires in accordance with the Company's Constitution and ASX Listing Rule 14.4, being eligible offers himself for re-election, is elected as a Director."

Voting Exclusion Statement: No voting exclusion statement applies.

Resolution 3 - Election of Director - Mr. Stephen Wong

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

"That, for all purposes, Mr. Stephen Wong, being a Director of the Company who retires in accordance with the Company's Constitution, being eligible offers himself for election, is elected as a Director."

Voting Exclusion Statement: No voting exclusion statement applies.

Resolution 4 - Election of Director - Ms. Yuen Siu-fong Joan Jones

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

"That, for all purposes, Ms. Yuen Siu-fong Joan Jones, being a Director of the Company who retires in accordance with the Company's Constitution, being eligible offers herself for election, is elected as a Director."

Voting Exclusion Statement: No voting exclusion statement applies.

Resolution 5 - Election of Director - Mr. She Ka Kui

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

"That, for all purposes, Mr. She Ka Kui, being a Director of the Company who retires in accordance with the Company's Constitution, being eligible offers himself for election, is elected as a Director."

Voting Exclusion Statement: No voting exclusion statement applies.

Resolution 6 - Election of Director - Mr. She Ka Ho

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

"That, for all purposes, Mr. She Ka Ho, being a Director of the Company who retires in accordance with the Company's Constitution, being eligible offers himself for election, is elected as a Director."

Voting Exclusion Statement: No voting exclusion statement applies.

By order of the Board of Directors



Richard Holstein Company Secretary 29 April 2016



Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held on 31st May 2016 at the offices of Minter Ellison, Level 40, Governor Macquarie Tower, 1 Farrer Place, SYDNEY, NSW, 2000.

The purpose of this Explanatory Statement 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 Statement should be read in conjunction with the Notice of Annual General Meeting.

The Explanatory Statement consists of the following sections:

- 1. Financial Statements and Reports
- 2. Resolution 1: Non-binding approval of Remuneration Report
- 3. Resolution 2: Re-Election of Director
- 4. Resolution 3 to 6: Election of Director
- 5. Other information
- 6. Action to be taken by Shareholders
- 7. Annexure A Questions from Shareholders
- 8. Annexure B Appointment of Corporate Representative
- 9. Annexure C Proxy and voting instructions

Enclosed is the Proxy Form.

Explanatory Statement

1. Financial Statements and Reports

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the period ending 31 December 2015 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor may be made about:

- the preparation and content of the Auditor's Report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to your questions please submit any questions you may have using the enclosed Question Form at *Annexure A* of the Explanatory Statement so that it is received no later than 48 hours before the commencement of the meeting and sent to:

Richard Holstein Company Secretary Sino-Excel Energy Limited Level 40, 1 Farrer Place SYDNEY, NSW, 2000

As required under the Corporations Act, at an Annual General Meeting, the Company will distribute a list setting out the questions directed to the Auditor received in writing, being questions which the Auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Financial Report for the period ended 31 December 2015. The Chairman will allow a reasonable opportunity to respond to the questions set out on this list.



2. Resolution 1: Adoption of Remuneration Report

The Corporations Act 2001 requires that the Company propose a resolution that the Remuneration Report of the Company be adopted. The Remuneration Report is set out in the Director's Report contained in the Company's 2015 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

A reasonable opportunity will be given for discussion of the Remuneration Report at the meeting. Shareholders should note that the vote on this resolution is advisory only and does not bind the Company or the Directors.

The board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this meeting when reviewing the Company's Remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings Shareholders will be required at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors other that the Managing Director must stand for re-election.

Key management personnel (including Directors) and their closely related parties must not cast on the report on the Remuneration Report unless as holders of directed proxies for Shareholders eligible to vote on the resolution and that proxy specifies how to vote on the resolution.

The Company encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached Proxy Form.

3. Resolutions 2: Re-Election of Director

This Resolution deals with the re-election of Mr. Richard Holstein as a Director of the Company.

The Company's Constitution and ASX Listing Rule 14.4 requires that at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election.

In accordance with the Company's Constitution and the ASX Listing Rule 14.4, Mr. Richard Holstein retires and being eligible, has offered himself for re-election. The remaining Directors, recommend to Shareholders that Mr. Holstein be re-elected as a Director.

Details of Mr. Holstein's background and experience are set out in the 2015 Annual Report.

4. Resolution 3 to 6: Election of Directors

This Resolution deals with the election of various persons as a Directors of the Company.

The Company's Constitution and the Corporations Act requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following his or her appointment, but is eligible for election at that Annual General Meeting.

In accordance with the Company's Constitution and the Corporations Act, the persons mentioned in Resolutions 3 to 6 retire and being eligible, have offered themselves for election.

Details of the persons' background and experience are set out in the 2015 Annual Report.

5. Other Information

There is no other information known to the Company that is material to a shareholder's decision on how to vote on the resolutions set out in the Notice. However, should any shareholder be in doubt as to how they should vote on any resolution and/or as to how a resolution may affect them, they should seek advice from their accountant, solicitor or other professional adviser as soon as possible.

Queries as to the lodgement of proxies and other formalities in relation to the meeting should be directed to the Company Secretary.

6. Action to be taken by Shareholders

Enclosed with the Notice of Meeting and this Explanatory Statement is a Proxy Form for use by Shareholders. All Shareholders are invited and encouraged to attend the meeting or, if they are unable to attend in person and are eligible to vote, to complete, sign and return the Proxy Form to the Company in accordance with the instructions contained on the Proxy Form and the Notice of Meeting. Lodgment of a Proxy Form will not preclude a shareholder from attending and voting at the meeting in person.



ANNEXURE A

Questions from Shareholders

This form is provided with the notice of the Annual General Meeting of Sino-Excel Energy Limited ACN 085 162 456 to be held at the offices of Minter Ellison, Level 40, Governor Macquarie Tower, 1 Farrer Place, SYDNEY, NSW, 2000, on 31st May 2016 at 11.00 a.m. (Sydney time), to assist Shareholders in asking questions of:

- the Directors of the Company in relation to the management of the Company.

The board of Directors will endeavour to respond to the questions received by Shareholders as the chair of the meeting determines is reasonable given the time available at the meeting.

Name of Shareholder/s:	
Questions (please place an X in the box next to the question if your question is auditor)	directed at the
	_

Lodging this form

If you wish to ask questions using this form, you should submit this form as described below by no later than 48 hours before the commencement of the meeting.

By mail: Richard Holstein, Company Secretary,

Sino-Excel Energy Limited Level 40, 1 Farrer Place SYDNEY, NSW, 2000

Australia

- or -

Fax: +61 2 9921 8123

Please ensure there is a cover page.

ANNEXURE B

Sino-Excel Energy Limited ACN 085 162 456

Appointment of Corporate Representative Section 250D of the Corporations Act 2001

Shareholder Details This is to certify that by a resolution of the Directors of:						
· · · · · · · · · · · · · · · · · · ·	ompany),					
	hareholder Company					
the Company has appointed:						
Insert name of co	prporate representative					
· · ·	embers of Sino-Excel Energy Limited to be held at the offices 1 Farrer Place, SYDNEY, NSW, 2000, on 31st May 2016 at					
DATED	. 2016					
Please sign here						
Executed by the Company)					
in accordance with its constituent documents))					
Signed by Authorised Representative	Signed by Authorised Representative					
Name of Authorised Representative (print)	Name of Authorised Representative (print)					

Instructions for Completion

- Insert name of appointer Company and the name or position of the appointee (eg John Smith or each Director
 of the Company).
- 2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- 3. Print the name and position (e.g. Director) of each Company officer who signs this Certificate on behalf of the
- 4. Insert the date of execution where indicated.

Position of Authorised Representative (print)

Mail or Deliver the Certificate to the office at Sino-Excel Energy Limited, Level 40, Governor Macquarie Tower, 1 Farrer Place, SYDNEY, NSW, 2000, Australia - or - Fax: +61 2 9921 8123

Position of Authorised Representative (print)



ANNEXURE C

Proxy and Voting Entitlement Instructions

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be lodged:

In person or by Mail: or Fax: +61 3 9473 2555
Sino-Excel Energy Limited
C\- Computershare Limited
Yarra Falls, 452 Johnston Street
ABBOTSFORD VIC 3067, Melbourne Australia

not later than 48 hours before the time for holding the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Voting Entitlement

The Company may specify a time, not more than 48 hours before the meeting, at which a "snapshot" of Shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company's Directors have determined that all shares of the Company that are held at 7.00 p.m. (Sydney Time) on 29th May 2016 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Appointment of a Proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a member of the Company.

If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a Shareholder of the Company.

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses. If you mark more than one box on a resolution your vote on that resolution will be invalid.

Proxy and Voting Entitlement Instructions 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, all of the Shareholders should

sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document

with the Company's share 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 the Corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice or may be obtained from the Company's Share Registry.



ACN 085 162 456

All general correspondence to:

Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000
Facsimile +61 3 9473 2500
www.investorcentre.com/contact
www.computershare.com

SLERM

MR RETURN SAMPLE 123 SAMPLE STREET SAMPLE SURBURB SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Sino-Excel Energy Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited GPO Box 2975 Melbourne Victoria 3001 Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Sino-Excel Energy Limited