



**CWH**

**China West International  
Holdings Limited**

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# **China West International Holdings Ltd**

**(To be renamed CWH RESOURCES LTD)**

**ACN 009 230 111**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 11.00 am (AEST)

**DATE:** 20 January 2011

**PLACE:** Sir Stamford at Circular Quay

93 Macquarie Street

Sydney, NSW 2000

Australia

*This Notice of 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 on (+61 2) 9267 5633.*



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

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**VENUE**

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The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00 am (AEST) on Thursday, 20 January 2011 at:

**Sir Stamford at Circular Quay**  
93 Macquarie Street  
Sydney, NSW 2000  
Australia

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**YOUR VOTE IS IMPORTANT**

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

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**VOTING IN PERSON**

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

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**VOTING BY PROXY**

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**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 your vote to be effective it must be received by **11.00am (AEST) Tuesday 18 January 2011**



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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of China West International Holding Limited (CWH or Company) will be held at **Sir Stamford at Circular Quay**, 93 Macquarie Street, Sydney NSW 2000 on Thursday, 20 January 2011 at 11:00am.

The Explanatory Statement to this Notice of Meeting 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.

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 of the Company at 11.00am (AEST) on 18 January 2011.

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

## AGENDA

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### 1. RESOLUTION 1 – SALE OF SUBSIDIARY

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

*“For the purposes of this resolution is granted to the Company Management the faculty of proceed with the deconsolidation of Chongqing Yuao Buildings Materials Co Ltd.”*

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### 2. RESOLUTION 2 – CHANGE IN NATURE AND SCALE OF ACTIVITIES

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 11.1.2 and for all other purposes, approval is given for the Company to make a significant change in the nature and scale of its activities as described in the Explanatory Statement accompanying this Notice.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the Resolution is passed, or any associate of those persons. 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 or 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.

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### 3. RESOLUTION 3 – CONSOLIDATION OF CAPITAL

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

*“That, subject to the passing of Resolution 2 and 14, for the purposes of Section 254H of the Corporations Act and for all other purposes, approval is given for the issued capital of the Company to be consolidated on the basis that:*

*a) every 2 Shares be consolidated into 1 Share;*

*and where this consolidation results in fraction of a Share being held by a Shareholder, the Directors be authorised to round that fraction up to the nearest whole Share, with Consolidation taking effect on the Record Date and otherwise as described in the Explanatory statement.*

**Short explanation:** The Company must consolidate its capital in order to satisfy Chapters 1 and 2 of the ASX listing Rules and as a condition of the Company’s securities recommencing trading on the ASX following the issue of Shares. If the Company share price is trading at \$ 0.20 per share or higher on the day Company’s securities recommencing trading, than consolidation is not required to satisfy ASX listing rules.

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### 4. RESOLUTION 4 – CHANGE OF NAME

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

*“That, subject to the passing of Resolution 2, for the purposes of Section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to **CWH Resources Ltd.**”*

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### 5. RESOLUTION 5 – REPORTS AND ACCOUNTS

To receive the financial report of the Company for the year ended 30 June 2010, together with the directors’ report and the auditors’ report.

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### 6. RESOLUTION 6- REMUNERATION REPORT

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

*“That the remuneration report for the year ended 30 June 2010 be adopted.”*

**Short Explanation:** The Corporations Act provides that a resolution for the Remuneration Report to be adopted must be put to vote at a listed company’s Annual General Meeting. The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

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### 7. RESOLUTION 7- RATIFICATION OF APPOINTMENT OF MR. ANGUS MACKENZIE AS A DIRECTOR

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

*“That Mr. Angus Mackenzie be appointed as a director of the Company effective immediately on passing of this resolution.”*

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**8. RESOLUTION 8 - RATIFICATION OF APPOINTMENT OF MR. ANTONY C. MOKDASSI AS A DIRECTOR**

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

*“That Mr. Anthony Charles Mokdassi be appointed as a director of the Company effective immediately on passing of this resolution.”*

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**9. RESOLUTION 9 - RATIFICATION OF APPOINTMENT OF MR. PETER BLAIR AS A DIRECTOR**

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

*“That Mr. Peter Blair be appointed as a director of the Company effective immediately on passing of this resolution.”*

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**10. RESOLUTION 10–RE-ELECTION OF MR. DOUGLAS WILLIAM SUTHERLAND AS A DIRECTOR**

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

*“That Mr. Douglas William who retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”*

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**11. RESOLUTION 11–RE-ELECTION OF MR. ERNEST WONG AS A DIRECTOR**

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

*“That Mr. Ernest Wong, who retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”*

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**12. RESOLUTION 12 – ADOPTION OF NEW CONSTITUTION**

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

*“That, pursuant to section 136(2) of the Corporations Act and for all other purposes, the Company adopts a new constitution in the form as signed by the Chairman of the General Meeting for identification purposes, in lieu of the existing constitution of the Company, at the close of the General Meeting.”*

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**13. RESOLUTION 13–RATIFICATION OF PRIOR ISSUE - OPTIONS**

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 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 10,519,000 Options on the terms and conditions set out in the explanatory statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue or any of their associates. 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 or 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.

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#### 14. RESOLUTION 14 – PROSPECTUS ISSUE

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

*“That, subject to the passing of Resolution 2, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 30,000,000 Shares at an issue price of \$0.20 per Share on the terms and conditions set out in the Explanatory Statement.”*

**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, and any associates of those persons. 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 or 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.

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#### 15. RESOLUTION 15 – APPOINTMENT OF AUDITOR

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

*“That, HLB Mann Judd being qualified to act as auditor of the Company and having consented to act as auditor of the Company for the financial year ended 30 June, 2011 and thereafter be effective from the date of the Meeting and the Directors be authorised to agree the remuneration.”*

**Short Explanation:** In the event the Company accepted the resignation of KPMG as auditor, a new auditor needs to be appointed. Mann Judd has consented to be appointed as auditor subject to the approval of Shareholders.

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**DATED: 13 December 2010**  
**BY ORDER OF THE BOARD**

**Eng Chuan Ow ( Owen )**  
**COMPANY SECRETARY**  
**China West International Holdings Limited**



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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 conducted at the Annual General Meeting to be held at **Sir Stamford at Circular Quay** on Thursday 20 January 2011 at 11:00 am

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 in the Notice of Meeting.

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## BACKGROUND

### RE-CLASSIFICATION GENERAL INFORMATION

#### 1.1 Company

The Company was incorporated on 15 April 1987 as Euclid Pty Ltd. The Company changed its name to Citigroup Pty in September 1987 and subsequently Citigroup Ltd when it became a public company.

The Company's shares were admitted to the official list of ASX on 15 December 1988.

On 15 December 1995, the company changed its name to Armourglass Ltd and on 14 July 2003, the Company's name was amended to its current name, China West International Holdings Ltd.

The Company's main business activities were to seek strategic investments which added value to shareholders within the building materials, mining, construction and other allied industries.

On 6 July 2010 the Board of Directors resolved to implement a change to the Company's strategy and an announcement was made on the ASX. The Board of Directors resolved that the Company would change its business direction and focus on taking an active, hands on approach to the acquisition and development of selected high quality prospective hard rock mining exploration projects across desirable commodities, in known mining regions in Australia and across the globe.

As a result, the strategy of the Company is now to become a significant emerging resources exploration and development group.

#### 1.2 Recent Events

On 17 March 2010, the Company has been granted the **proposal of exploration permit** number EMP 18160 from the Queensland Government. The 324 Km<sup>2</sup> area permit is located approximately 145 Km South West from Croydon (for the purposes of this document we will refer to this project and the EMP 18160 as Queensland Project or project 1).

On 31 March 2010, the Company has been granted the **proposal of exploration permit** number EMP 18007 from the Queensland Government. The 323 Km<sup>2</sup> area permit is located approximately 160 Km North East from Cloncurry.

On 5 May 2010, the Company acquired the Featherbed Uranium project (EPM 15900) from Mining Exploration Australia Pty Ltd and subsequently on 24 September 2010 the Minister for Natural



Resources, Mines and Energy of Queensland approved the transfer of the interest of EPM 15900 to the Company which marked a significant development in the realizing on the change in Company Strategy. (Project 3)

On 6 July 2010, CWH entered into a contract to purchase a 95% interest in Yunnan Lanping Jinding Lead and Zinc Mining Company, a lead and zinc mining company situated in the province of Yunnan, China, on a US\$30,000,000 base. The contract will be closed for the end of December this year.

On 22 October 2010, the Company signed a joint venture agreement with R.F.G.T Pty Ltd to use and market its unique geological survey technology. As part of this agreement the Company has formed a wholly owned subsidiary CWH Global Exploration Pty Ltd which will carry out the business objective of providing geological surveying, mine management, mining activities and waste management services to CWH.

On 27 October 2010, the Company announced it has become the largest shareholder in the ASX listed company Uranium Exploration Australia Limited (ASX: UXA). CWH holds 10,809,617 shares of Uranium Exploration Australia that equals to a voting power of 5.3%.

On 10 November 2010, the Company received a letter from the Department of Employment, Economic Development and Innovation, Queensland government. It stated that there were no objections lodged by any relevant native title parties against the granting of EPM 18160 to the Company. The letter also invited the Company to proceed with the due payments to finalize the granting procedure.

Also, due to aggressive competition and falling prices, CWH's subsidiary Chongqing Yuao Buildings Materials Co Ltd made a loss in 2010. A strategic review of non-core assets and operations is being carried out due to the ongoing shift in strategy.

### **1.3 Transaction Outline**

If all Resolutions pursuant to this Notice of Meeting are passed, then the transaction proposed by the Company will be completed as follows:

- (a) The Company will change the nature and scale of activities (Resolution 2)
- (b) The Company will change its name to CWH Resources Ltd (Resolution 3);
- (c) Subject to ASX approval, the Shares will be reinstated to trading on ASX.

In the event Resolutions 2 and 3 are not approved by Shareholders, the Company will reconsider its intentions and will seek to identify new business opportunities with which to build Shareholder value. We note that in the event Resolutions 2 and 3 are not approved, there is no guarantee that ASX will permit Shares to be reinstated to trading on ASX.



## 1.4 Principal Projects Summary

### **Project 1 - Queensland Project:**

From initial geological analysis of ore-forming conditions, the RA 321 region (inclusive of EMP 18160 and EMP 18007) has a complex tectonic structure and frequent magmatic activity. This is conducive for mineral formations and thus there is a high probability of finding gold in the region. Upon subdivision of RA 321 into the smaller zones for application, it has been deemed that Areas B and D have the best probability for finding ore. More positive news is expected upon a further geologist's report. Also, it is important to note that **the Queensland Government is in the final stage of granting China West International Holdings Ltd the exploration permits.**

The company has also applied for two other exploration permits in Queensland.

### **Project 2 – Kazakhstan Project**

In August 2007, the Company purchased a 45% shareholding from Discovery Co. of Kazakhstan to become its largest shareholder. Through the shareholding investment in Discovery Co., CWH has obtained its first multi-metal inter-grown mine located within the state of East Kazakhstan. CWH plans to start further exploration activities for these tenements when the funds become available by December 2010.

### **Project 3 – Featherbed Uranium Project:**

The company announced the acquisition of a Featherbed Uranium project (EPM 15900) in May this year. The project is located in the igneous province of the northern Queensland Coastal Ranges, a region that hosts numerous uranium deposits, including the significant Maureen and Ben Lomond deposits.

Known uranium deposits exist immediately south of the Featherbed project. Afmeco Mining and Exploration Pty Ltd, which is an Australian subsidiary of major French uranium company AREVA Ltd, previously conducted uranium exploration activities there in the early 1980s. This included carrying out airborne surveys using visual navigation, with wide line spacings and a small spectrometer crystal. Mining Exploration Australia Pty Ltd in the years 2008 and 2009, utilising the results of an airborne magnetic and radiometric survey conducted in 1999, conducted a more recent exploration. Their results show that EPM 15900 contains similar rock sequences to those that host uranium deposits elsewhere in the region and as such the project area is considered to be highly prospective for uranium.

## 1.5 Advantages of Transaction

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

- (a) by approving the change in the nature and scale of activities, the Company will be able to focus primarily on mining exploration and development activities and will be able to divest its interests in the non-resource businesses which the Directors consider to be unsustainable;
- (b) the proposed mining exploration and development activities represent a significant opportunity for the Company;

## **1.6 Disadvantages of Transaction**

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

- (a) the Company will be changing the nature of its activities to become a company focused on oil and gas exploration activities, which may not be consistent with the objectives of all Shareholders; and
- (b) there are a number of risks associated with mining exploration and development and the proposed activities of the Company, summarised below;

## **1.7 Risks Associated with the Change in Nature and Scale of Activities**

Given the proposed change in nature and scale of its activities subject to obtaining Shareholder approval under Resolution 2, set out below is a non-exhaustive summary of some of the risks affecting the Company in the event that the Company completes its change to a mining exploration and development company.

### **a) Economic Conditions**

Changes in economic conditions could affect the ability of the Company to operate and may adversely affect the financial performance of the company. Adverse economic conditions, including economic recession, may have a negative impact on the Company's ability to raise capital. Changes in economic conditions may also influence valuations of entities listed on stock exchanges.

### **b) Commodity Risk**

Changes in the prices of commodities, especially precious and base metals may have a direct or indirect impact on the Company's ability to raise capital, fund exploration programs and develop any mineral deposits. The demand and price of commodities is highly dependent on a variety of factors, including international demand and supply, levels of consumer demand, prices of alternative commodities and global socio-political developments. Commodity prices have fluctuated significantly in recent years and may continue to fluctuate in the future. This fluctuation, along with a material decline in the price of commodities, may have an adverse effect on the Company's business, financial conditions and results of operations.

### **c) Share Market Risk**

The Company intends to be listed on the ASX. Listed shares are subject to a number of risks, including share price changes, market liquidity and the impact of broader domestic and international influences on the market for equities. A listed entity must comply with the listing rules of a stock exchange. Failure to comply with a listing rule could have economic consequences and/or legal ramifications for the Company, as well as reputational risk.





**d) Changes in Legislation or Regulation**

Changes in legislation or changes to accounting regulation could have adverse impacts on the Company from a financial and operational perspective. The Company's primary focus is in Australia, The People's Republic of China and Kazakhstan. Changes in one of these country's legislations or regulations could have a financial impact on the Company and affect its ability to operate locally. Interests in foreign and Australian mines are subject to the granting of licences and consequently, changes to regulations may deny the Company future access to these interests.

**e) Changes in Geopolitical Situations**

Changes in geopolitics on a global, regional or local scale could impact the Company's operations. Access to certain countries and the right to continue operating in a particular country may be adversely affected by geopolitical change. Acts of terrorism or outbreaks of war may also disrupt and prevent the Company from business operations.

**f) Specific Risks:**

There are also a number of Company-specific risks which may adversely affect the Company's prospects and financial position. In particular, the Company is subject to risks related to the exploration and development of minerals that are not generally associated with other industries.

**g) Liquidity Risk**

The Company will have no income other than the interest on the cash deposits from its capital raisings. If the Company was not successful in raising further monies, the Company may run out of working capital. The work programs outlined in this Prospectus are thus in excess of the Company's current funds and are in excess of the Shareholders' funds at the completion of the proposed capital raising. If the Company was not able to raise sufficient funds to meet the expenditure and joint venture commitments, the Company may not be able to earn or maintain the proposed equity interests in the tenements. Accordingly, the Company could lose entitlement or rights to interests in these projects. As the Company has no operating income, the Shares should be considered speculative.

**h) Management Related Risk**

The Company is dependent on a small and skilled team to undertake the Company business and implement its exploration and development programs. The directors and management also have specific expertise of operating in Australia and Kazakhstan, this is of particular value to the Company. Should directors or managers leave the Company, the Company may not be able to find suitable replacements. Consequently, the exploration, development programs and the management of the Company could be affected by the lack of suitable Directors, managers, employees or staff.

**i) Revenue Risks**

Failure by the Company to raise sufficient funds may result in the Company being unable to undertake its proposed exploration programme. Should the Company not raise the proposed additional funds, the Company may consider a less extensive exploration programme using reduced funds. However, if the Company cannot fund the minimum exploration programme, required



under its various joint venture arrangements or as required pursuant to the legal requirements of the Kazakhstan mining legislation, the Company could lose rights in respect to some or all of the tenements.

#### **j) Operational Risks**

The Company intends to operate in areas whereby they may face minimal logistical, communication or support infrastructure. This could affect the Company's operations and its ability to execute its exploration and development programs. The actions of management, its staff and contractors in implementing the Company's business programs have various levels of risk. The Company will endeavour to minimise and manage these risks but they could still affect the performance and financial position of the work Company. The Company will enter into various contracts with third parties for such activities as drilling or exploration work. There is thus a risk that contracted parties may not carry out the specified or may not fulfil contractual conditions.

The operations of the Company may be affected by various factors including: failure to locate or identify mineral deposits; failure to achieve predicted results in exploration and mining; operational and technical difficulties encountered during mining; difficulties in commissioning and operating plant and equipment; mechanical failure or plant breakdown; unanticipated metallurgical problems which affect extraction costs; adverse weather conditions; industrial and environmental accidents; industrial disputes; and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

#### **k) Country Specific Risks**

##### **i. China**

China is a fast developing nation and its political, legislative and economic structures are different to those of more developed countries. Changes to government policies and regulations may adversely affect the operations and investments of the Company. Other risks to consider are the fluctuations in the economic environment.

##### **ii. Kazakhstan**

Kazakhstan is a developing nation with enormous fossil fuel reserves and plentiful supplies of other minerals and metals. Other considerations include economic resources not being discovered, unsuccessful development of projects, restricted access to land due to political changes and a chance that the Company may not be able to realise value from its projects.

#### **l) Environmental Risk**

The Company will operate its mineral tenement holdings subject to a number of environmental conditions specified by regulatory or government authorities. The Company could incur significant liability if it failed to meet these environmental obligations. Environmental issues have a high public profile and a number of mining entities around the world have been the target of environmental campaigns by non-government organisations. The Company is not aware of any objection on environmental grounds to the Company's proposed work programs.



### Early Stage of Development

The mineral tenements of the Company as described in this Prospectus are at various stages of exploration and potential investors should understand that mineral exploration and development are high-risk undertakings.

The Company's mineral projects are at an early stage of development, and although one project is at an advanced stage of exploration, it does not have an economic resource or a resource that can be classified for the purposes of a regulatory or stock exchange code. Hence, the Company's shares are speculative.

There can be no assurance that exploration of the project areas described in this Prospectus, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

### **m) Competition**

The resource industry is intensely competitive in all of its phases. China West competes for mineral properties, investment funds and technical expertise with many companies possessing greater financial resources and technical facilities. Competition could adversely affect China West's ability to acquire suitable properties for exploration in the future, secure financing for its operations or to attract and retain mining experts. Consequently, there can be no assurance that the Group's activities or acquisitions will be successful or result in viable mining operations and sustained long-term profitability.

### **n) Other Risks:**

#### **i. Unforeseen Risks**

There may be other risks that the Directors are unaware of at the time of issuing this Prospectus. These may negatively impact the Company and its operations, and on the valuation and performance of the Company's Shares.

#### **ii. Combination of Risks**

The Company may not be subject to a single risk. A combination of risks, including any of the risks already outlined, could affect the performance, valuation, financial position and prospects of the Company.

#### **iii. Unforeseen Expenditure Risk**

Expenditure that has not been taken into account during the preparation of this Prospectus may be incurred. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

#### **iv. Additional Financing Requirements**

The Directors expect that the proceeds of the public capital raising will provide sufficient capital resources enabling the Company to achieve its initial business objectives. However, the Directors





can give no assurances that such objectives will in fact be met without future borrowings or further capital raisings. Should such borrowings or capital raisings be required, they can then be obtained on terms favourable to the Company.

**v. Uninsured Loss and Liability**

Exploration for and development of minerals involves hazards and risks that could result in the Company incurring further losses and payment of liabilities to third parties. There is a risk that the Company may not be insured against all losses or liabilities. If the Company incurs losses or liabilities that are not covered by its insurance policies, the funds available for exploration and development will be reduced resulting in the value and/or tenure of the Company's assets subjected to risk.

**1.8 Directors Interests and Recommendation**

The Directors do not have any material personal interest in the outcome of the Resolutions contained in the Notice of Meeting other than as a result of the interest arising solely in their capacity as Shareholders of the Company and as otherwise disclosed in this Notice of AGM. The Directors' security holdings in the Company are set out in the following table:

Director	Shares	Options
Bao Cheng, Luo	5,723,607	Nil
Ke Qin, Xie	8,700	Nil

Each of the Directors intends to vote their Shares in favour of all of the Resolutions, subject to any voting exclusions for particular Resolutions.

Based on the information available, including that contained in this Explanatory Statement, all of the Directors consider that the proposed transactions contemplated by the Notice of Meeting are in the best interests of the Company and recommend that Shareholders vote in favour of each of the Resolutions.

**RESOLUTION 1 – SALE OF SUBSIDIARY**

China West's management believes that the deconsolidation of Chongqing Yuao Buildings Materials Co Ltd is necessary due to the poor financial performance that the company obtains in the year ended 30 June 2010 and for the ongoing reclassification process.

**RESOLUTION 2 – CHANGE IN NATURE AND SCALE OF ACTIVITIES**

**2.1 General**

Resolution 2 seeks Shareholder approval to change the nature and scale of the activities of the Company to become a mining exploration and development company.

Shareholder approval is required pursuant to ASX Listing Rule 11.1.2.

As outlined throughout Section 1 of this Explanatory Statement, the Board of Directors resolved that the Company would change its business direction and focus on taking an active, hands on



approach to the acquisition and development of selected high quality prospective hard rock mining exploration projects across desirable commodities, in known mining regions in Australia and across the globe.

Please refer to Section 1 of this Explanatory Statement for further information on the implications of this resolution should it be passed by Shareholders.

## 2.2 Legal requirements

ASX Listing Rule 11.1 provides that, where an entity proposes to make a significant change, either directly or indirectly, to the nature and scale of its activities, it must provide full details to ASX as soon as practicable and must comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the company were applying for admission to the official list of ASX.

ASX has indicated to the Company that, given the proposed change in the nature and scale of the Company's activities, it requires the Company to:

- (a) obtain Shareholder approval for the change in nature and scale of its activities; and

in accordance with ASX Listing Rule 11.1.3, re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules as if the Company were applying for admission to the official list of ASX.

## RESOLUTION 3 – CONSOLIDATION OF CAPITAL

### 3.1 Background

Resolution 3 seeks shareholder approval to consolidate the number of Shares on issue on a 2 for 1 basis (**Consolidation**).

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward and enable the Company to satisfy Chapters 1 and 2 of the ASX Listing Rules and obtain re-quotations of the Shares on ASX should shareholder approval pursuant to Resolutions 2 and 13.

### 3.2 Legal Requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or small number.

### 3.3 Fractional Entitlement and Taxation

Not all Shareholders will hold that number of Shares which can be evenly divided by 2. Where a fractional entitlement occurs, the Directors will round that fraction up to the nearest whole Share.

It is not considered that any taxation implication will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor the Directors (or the Company's advisors) accept any responsibility for the individual taxation implications arising from the Consolidation.

### 3.4 Holding Statement and Option Certificates

From that date of the Consolidation, all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for shares to be issued to holders of those securities .

It is the responsibility of each Shareholder to check the number of Shares held prior to disposal (as the case may be).

### 3.5 Timetable

The indicative timetable for the Consolidation is as follows:

<b>Event</b>	<b>Date</b>
Suspension of trading of Company's shares	20 January 2011
General Meeting to approve transaction	20 January 2011
Notification to ASX of results of General Meeting	20 January 2011
Trading in reorganised securities on a deferred settlement basis would ordinarily occur*	24 January 2011
Last day to register transfers on a pre-reorganisation basis	31 January 2011
First day for Company to send notice to Shareholders of change of holdings as a result of reorganisation	1 February 2011
First day for Company to register securities on a post-reorganisation basis and for issue of holding statements	
Dispatch date Deferred settlement market ends Last day for securities to be entered into the holders' security holdings and for Company to send notice to each security holder	7 February 2011
* The Company's securities will be suspended from trading on this date so deferred settlement trading will not occur	



#### **RESOLUTION 4 – CHANGE OF NAME**

Resolution 4 seeks a change of name for the Company to **CWH Resources Ltd.**

The board proposes this change of name on the basis that it more accurately reflects the proposed future operations of the Company.

The adoption of the new name under Resolution 2 is to be approved by Shareholders under Section 157(1) of the Corporations Act. The change of name will take effect on the day it is approved by the ASIC.

#### **RESOLUTION 5 – REPORTS AND ACCOUNTS**

According to the Corporations Act, the Annual Financial Report, Directors' Report and Auditor's Report of the Company and the Company's controlled entities for the most recent financial year will be laid before the AGM. These reports are also available on the Company's website ([www.cwh.com.au](http://www.cwh.com.au)). A vote of Shareholders on these reports is not required by the Corporations Act, or the Company's Constitution. However, Shareholders will be given a reasonable opportunity to raise questions on the reports

#### **RESOLUTION 6 – REMUNERATION REPORT**

The remuneration report for the year ended 30 June 2010 appears on pages 6 to 11 of the Company's 2010 Annual Report.

The remuneration report sets out the policy for the remuneration of the Directors and key management personnel (as defined in the relevant accounting standard) of the Company and the consolidated entity.

The Corporation Act 2001 requires that a resolution be put to a vote of members that the Remuneration Report be adopted. The Corporation Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

#### **RESOLUTION 7 – RATIFICATION OF THE APPOINTMENT OF MR. ANGUS MACKENZIE AS A DIRECTOR**

The Company's Constitution provides that the appointment of Directors during the year is to be ratified by the annual general meeting of the Company.

Background details for Mr. Angus Mackenzie are set out below:

Mr. Mackenzie has extensive experience in Australian and US capital markets from an investment banking and legal perspective, and represents companies across a number of sectors including technology, media, entertainment and telecommunications. Previously he has held senior executive positions in leading international investment banks and law firms, and acted as representative office for a US hedge fund. Mr. Mackenzie actively participates in international capital markets as representative office for various offshore commercial and sovereign interests. He also holds a number of company directorships, is published, regularly speaks at professional forums internationally, and is a former lecturer to MBA and LL.M students at the Universities of Sydney and Melbourne in International Business on a part-time basis. Mr. Mackenzie holds a number of qualifications including a



Master of Business Administration 2000 (AGSM, a combined Business School of the University of Sydney and University of New South Wales); a Master of Laws 1997, a Bachelor of Laws 1991 and a Bachelor of Arts (Honors) 1987 (University of Melbourne).

#### **RESOLUTION 8 – RATIFICATION OF THE APPOINTMENT OF MR. ANTHONY C. MOKDASSI AS A DIRECTOR**

The Company's Constitution provides that the appointment of Directors during the year is to be ratified by the annual general meeting of the Company.

Background details for Mr. Anthony C. Mokdassi are set out below:

Mr. Anthony Charles Mokdassi was born in 1980 in Sydney, Australia into an extremely successful mining / civil work family. He started with his Father after completing his education in the civil work and mining arena. Mr. Charles Mokdassi has worked in Quarrying and Mining in the Middle East and Australia and was also a major contractor in the Land Reclamation Projects in Dubai, United Arab Emirates. Mr. Charles Mokdassi was also appointed for 3 years as a Consulting Operations and Equipment procurement manager for Petrofac and Amec-Spie, which took him to over 28 countries in 36 months while still maintaining his quarry operations in the United Arab Emirates.

Due to his father's strong ties to the industry, Mr. Charles Mokdassi was able to secure the rights of RFGT, a technology which will dramatically change the way of approaching exploration in all types of geology. Mr. Charles Mokdassi has returned to Australia where he has been preparing RFGT and numerous other environmental technologies which could be implemented globally.

#### **RESOLUTION 9 – RATIFICATION OF THE APPOINTMENT OF MR. PETER BLAIR AS A DIRECTOR**

The Company's Constitution provides that the appointment of Directors during the year is to be ratified by the annual general meeting of the Company.

Background details for Mr. Peter Blair are set out below:

Mr Peter Blair was born in Australia on the 7<sup>th</sup> of January, 1965.

In the past ten years Mr Blair has had work experience at various professions. From 2000 to 2004, Mr Blair worked as the general manager for Tad Electrical Pty Ltd. He performed the roles of Research and Development Commercial manager and Business Development. As of the year 2005, Mr Blair is a Private Business Owner and Investor in the following fields: Waste Management Consultancy, Electrical Consultancy, Mining/Mineral Exploration Consultancy and Property Development.

#### **RESOLUTION 10 – RE-ELECTION OF MR. DOUGLAS WILLIAM SUTHERLAND AS A DIRECTOR**

Background details for Mr. William Sutherland are set out below:

Appointed to the board on 30 April 2009, Mr. Sutherland is a Chartered Accountant who has been engaged as a director and company secretary over a wide range of companies over the last 40 years.

Mr. Sutherland is currently Chairman of Mineral Corporation Limited and Chairman of Pan Atlas Credits Limited. He has previously been a director of Industrial Equity Limited, Sydney Electricity and the Metropolitan Sewerage and Drainage Board. Mr. Sutherland also served as Lord Mayor of Sydney during years of 1980 to 1987.





## **RESOLUTION 11 – RE-ELECTION OF MR. ERNEST WONG AS A DIRECTOR**

Background details for Mr. Ernest Wong are set out below:

Mr. Wong, appointed to the board on 9 October 2008, pursued a career in medical research before undertaking business and legal studies. He is a Councillor on Burwood City Council in Sydney's west and was until recently, Deputy Mayor. He is active in a wide range of community activities and is a Director of the Millennium Foundation, which supports the Westmead Millennium Research Institute and Westmead Hospital. Mr. Wong's qualifications are MBBS, BCom and LLB.

## **RESOLUTION 12 – ADOPTING A NEW CONSTITUTION**

Section 136 of the Corporations Act provides that a company may repeal its constitution and adopt a new constitution by special resolution.

The new constitution proposed for adoption by the Company incorporates provisions reflecting the Company's new status as a public company limited by shares as well as by its change of scale and nature of activities.

A copy of the proposed new constitution will be available for inspection by shareholders at the Company's registered office during normal business hours until the AGM. In addition, any shareholder wishing to inspect the new constitution prior to the AGM will be sent a copy on request.

## **RESOLUTION 13 – RATIFICATION OF PRIOR ISSUE – OPTIONS**

### **13.1 General**

The Company has issued a total of 10,519,000 Options at \$0.17 and with an exercise price of \$0.00 per Option to raise approximately \$1,788,230 (before cost of the issue) for general working capital purposes and to further finance its expansion.

None of the subscribers pursuant to this issue were a related party of the Company.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Options (Ratification).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during a 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceed the 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholders approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX listing Rule 7.1 without the requirement to obtain previous Shareholder approval.

### 13.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) 10,519,000 Share Options were allotted and issued;
- (b) The issuing price was \$0.17 per Option, fully paid;
- (c) The Options issued were all paid ordinary options in the capital of the Company with an exercise price of \$0.00.
- (d) The funds raised from this issue were used for general working capital purposes and for complete further acquisitions.
- (e) The options were granted to the following shareholders on 6<sup>th</sup> October, 2010:

Name	Option Issued
Beijing Xinhelize Investment Consultant Company	3,187,117
Chan Irene	58,824
Cheng Wen	58,824
Chiang Ying Ying	30,000
Hawker Nicole Maree	50,000
Hou Tian Cai	588,236
Izi Self Super Fund	58,823
Joshi Gopal Raj	58,823
Joshi Pratibha	100,000
Lin Yu-Hsuan	29,411
Liu Hong	300,000
Liu Zhixin	58,824
Longmax Corporation Limited	5,000,000
Low Kit Hoe	30,000
Rajesh Raj Joshi Super Fund	31,000
Rowan Stewart	10,000
Storminion Superannuation Fund	117,648
Wan Hua Ming	300,000
Wang Bei	100,000
Xu Wenjie	175,000
Yap Choon Loy	176,470
<b>TOTAL</b>	<b>10,519,000</b>

The Company has raised \$1,788,230 by these unquoted share options.

- (f) Terms and conditions of options

Please refer to Schedule 1.



## RESOLUTION 14 – PROSPECTUS ISSUE

### 14.1 General

Resolution 8 seeks Shareholder approval for the allotment and issue of up to 30,000,000 Shares at an issue price of \$0.20 each (**Placement**) to raise up to \$6,000,000 (before costs of the offer). The Company intends to undertake the Placement through the issue of a prospectus as part of its re-compliance with Chapters 1 and 2 of the ASX Listing Rules (**Prospectus**).

Shareholder approval for the proposed Placement is required pursuant to ASX Listing Rules 7.1.

The effect of Resolution 8 will be to allow the Directors to issue the Shares pursuant to the Placement during the period of three months after the General Meeting (or a longer period, if allowed by ASX) without using the Company's 15% annual placement capacity.

The capital structure of the Company following completion of the Consolidation, the Share Sale Agreements and the offer pursuant to the Prospectus (assuming full subscription) are set out below:

SHARES		NUMBER
Shares on issue at the date of the Notice of Meeting		<b>70,864,902</b>
Shares to be issued pursuant to Prospectus <sup>1</sup>		<b>30,000,000</b>
<b>TOTAL SHARES</b>		<b>100,864,902</b>
OPTIONS		NUMBER
Options currently on issue		<b>10,080,354</b>
<b>TOTAL OPTIONS</b>		<b>10,080,354</b>

Notes:

1. This is subject to shareholders approving Resolutions 1 and 8 and assuming that full subscription is received under the Prospectus.

Event	Indicative Date
Announcement of Prospectus Issue	08 February 2011
Lodge Prospectus with ASIC	14 February 2011
Open Offer Pursuant to Prospectus	07 March 2011
Close Offer Pursuant to Prospectus	28 March 2011
Allotment of Shares	30 March 2011
Commencement of Trading on ASX	01 April 2011

Please note that the above timetable is indicative only and may be varied in consultation with the ASX.





Shareholders should note that ASX has indicated that the Company's securities will be suspended from trading on the day of the general meeting of shareholders and will remain suspended until such time as the Company has satisfied Chapters 1 and 2 of the ASX Listing Rules.

#### **14.2 Technical information required by the ASX Listing Rules**

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

- (a) the maximum number of Shares to be issued is 30,000,000 Shares;
- (b) the Shares will be issued no later than three months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price will be \$0.20 per Share;
- (d) the Directors will issue the Shares to subscribers pursuant to the Prospectus. None of the subscribers will be related parties of the Company and no subscriber will hold an interest of 20% or greater in the capital of the Company as a result of the issue pursuant to the Placement;
- (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; and
- (f) the Company intends to use the funds raised from the Placement (assuming full subscription) towards meeting its stated contractual agreements, expenses associated with the Prospectus and general working capital.

#### **RESOLUTION 15 – APPOINTMENT OF AUDITOR**

KPMG resigned as Auditor for China West therefore the Company is seeking the Meeting approval to appoint HLB Mann Judd as new Auditor.



## ENQUIRIES

Shareholders may contact the Company Secretary on (+61 2) 9267 5633 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**\$** means the lawful currency of the Commonwealth of Australia if not otherwise stated.

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales, Australia.

**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.

**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.

**Company** means China West International Holdings Limited (ACN 009 230 111),.

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

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

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

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

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

**Notice of Meeting** or **Notice of General Meeting** means this notice of annual meeting including the Explanatory Statement.

**Placement** means the offer of up to 30,000,000 Shares at an issue price of \$0.20 each to raise up to \$6million (before costs of the offer).

**Prospectus** means the prospectus pursuant to which the Placement is offered.

**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.

## Schedule 1 (referred to Explanatory Statement 13.2 (f) on page 23)

i. Defined Terms

In this deed:

**Options** means the [\*\*] options issued to the Optionholder on or about [DD/MM/2010].

ii. Option Terms

The Company and the Optionholder, as registered holder of the Options, agree that this Deed sets out the Option Terms.

iii. Entitlement

Each option (**Option**) entitles the Optionholder to subscribe for one (1) fully paid ordinary share in the capital of the Company (**Share**).

iv. Issue Price

The issue price of each Option is A\$0.17. Payments must be made in full within ten working days after this agreement has been signed by the optionholder.

v. Exercise Price

No amount is payable on the exercise of each Option.

vi. Option Period

Each Option may be exercised in whole or in part at any time before 5.00pm Sydney time [30 June, 2012]. An Option not exercised, automatically expires at 5.00pm Sydney time [30 June 2012].

vii. Non-Transferability

The Options must not be assigned or transferred by the Optionholder to any other person. This does not prevent the exercise of the Options by the estate of a deceased Optionholder or transfer to:

- (a) A Related Body Corporate;
- (b) If the Optionholder is an individual than to a spouse, parent or child of that Optionholder;
- (c) Without limitation, a body corporate in which the Optionholder owns 51% or more of the issued shares; or
- (d) An entity controlled by the same entity or entities as that which controls the Optionholder.



viii. Certificates

The Company must give each Optionholder a certificate or holding statement stating:

- (a) the number of Options issued to the Optionholder;
- (b) the exercise price of the Options;
- (c) the date of issue of the Options.

ix. Participation rights, bonus issues, rights issues and reorganisations

**ix.1 Participation**

The holding of Options does not entitle an Optionholder to participate in any new issue to existing shareholders of securities in the Company unless they have exercised their Options before the record date for determining entitlements to the new issue of securities and participate as a result of holding Shares.

**ix.2 Notice of new issue**

The Company must give an Optionholder, in accordance with the Australian Securities Exchange Limited (**ASX**) Listing Rules (**Listing Rules**), notice of:

- (a) the proposed terms of an issue or offer proposed under clause 10.1; and
- (b) the right to exercise their Options under clause 10.1.

**ix.3 Bonus issues**

If the Company makes a bonus issue of shares or other securities to shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for determining entitlements to the issue.

**ix.4 Pro rata issues**

If the Company makes a pro rata issue of shares (except a bonus issue) to existing shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the exercise price of each Option is reduced in accordance with the formula or method set out for making such an adjustment in the Listing Rules.

**ix.5 Reorganisation**

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Optionholder (including the number of options to



which each Optionholder is entitled to and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

#### **ix.6 Calculations and adjustments**

Any calculations or adjustments which are required to be made under this clause 9 will be made by the Board of the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Optionholder.

#### **ix.7 Notice of change**

The Company must as soon as practicable give to each Optionholder notice of any change under this clause 9 to the exercise price of any Options held by an Optionholder or the number of Shares which the Optionholder is entitled to subscribe for on exercise of an Option.

#### **x. Method of Exercise of Options**

##### **x.1 Method and payment**

To exercise Options, the Optionholder must give the Company:

- (a) a written exercise notice (in the form set out below or otherwise approved by the board of the Company from time to time (**Exercise Notice**)) specifying the number of Options being exercised;
- (b) payment of the exercise price for the Shares the subject of the exercise notice by way of wire transfer to the bank account specified in the Offer Letter or such other bank account the details of which have been notified by the Company to the Optionholder;
- (c) the certificate for the Options, if one has been issued by the Company.

##### **x.2 Exercise all or some Options**

- (a) An Optionholder may only exercise Options in multiples of 1,000 unless the Optionholder exercises all Options held by the Optionholder.
- (b) Options will be deemed to have been exercised on the date the Exercise Notice is given to the Company.

##### **x.3 Option certificates**

If an Optionholder exercises less than the total number of Options registered in the Optionholder's name:

- (a) the Optionholder must surrender its Option certificate, if one has been issued by the Company; and



- (b) the Company must cancel the Option certificate and issue the Optionholder a new Option certificate or holding statement stating the remaining number of Options held by the Optionholder.

#### x.4 Issue of Shares

Within 5 business days after receiving an application for exercise of Options and payment by an Optionholder of the exercise price, the Company must issue the Optionholder the number of Shares to which the Optionholder is entitled to upon exercise of those Options under these terms.

##### xi. Ranking of Shares issued on exercise of options

All Shares issued on the exercise of Options will rank in all respects (including, without limitation, rights relating to dividends) *pari passu* with the existing ordinary shares of the Company at the date of issue.

##### xii. Quotation

The Company will not apply to ASX for official quotation of the Options. Upon the issue of Shares on the exercise of Options, the Company will apply to ASX for official quotation of those Shares.

##### xiii. Compliance with Law and Orders

An Optionholder must not exercise any Options, and no purported exercise has any effect, if in doing so the Optionholder would be in breach of, or would cause the Company or any of its Related Bodies Corporate to be in breach of:

- (a) any provision of the *Foreign Acquisitions and Takeovers Act 1975 (Cwth)*;
- (b) any undertaking given by the Company to the Foreign Investment Review Board at the request of the Foreign Investment Review Board from time to time;
- (c) the Listing Rules or the SCH Business Rules; or
- (d) any other applicable law.

##### xiv. Resale protection

The Company will use its best endeavours to issue a notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) in respect of each issue of Shares on the exercise of Options.

##### xv. Bound By China West Share Option Plan

Each Optionholder acknowledges receipt of a copy of the China West Share Option Plan (**Plan**) and having had an opportunity to review and seek professional advice in relation to the Plan, and agrees to be bound by the terms and conditions of the Plan as amended from time to time.



xvi. Governing law

These terms and the rights and obligations of Optionholders are governed by the laws of New South Wales. Each participant irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of New South Wales.

xvii. Alteration

This Deed may be altered only in writing signed by each party.



# China West International Holdings Limited

ABN 23 009 230 111

## 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](http://www.intermediaryonline.com)

### For all enquiries call:

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

000001 000 CWH  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

For your vote to be effective it must be received by 11.00am (AEST) Tuesday 18 January 2011

### 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 as they choose. If you mark more than one box on an item your vote will be invalid on that item.

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

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

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

### Signing Instructions

**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](http://www.investorcentre.com) under the information tab, "Downloadable 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 the annual report, 24 hours a day, 7 days a week:

**[www.cwh.com.au](http://www.cwh.com.au)**

To view and update your securityholding:

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

**Your secure access information is:**

**SRN/HIN: I999999999**



**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

**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 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

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

XX

I/We being a member/s of China West International Holdings 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 China West International Holdings Limited to be held at Sir Stamford at Circular Quay, 93 Macquarie Street, Sydney NSW 2000 on Thursday, 20 January 2011 at 11.00am (AEST) 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			For	Against	Abstain
Resolution 1	Sale of Subsidiary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Re-election of Mr Ernest Wong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Change in Nature and Scale of Activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 12	Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 13	Ratification of Prior Issue - Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Change of Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 14	Prospectus Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Reports and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 15	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 7	Appointment of Mr Angus Mackenzie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 8	Appointment of Mr Antony C Mokdassi as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 9	Appointment of Mr Peter Blair as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 10	Re-election of Mr Douglas William Sutherland as a Director	<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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_