



鼎盛鑫融资担保

Ding Sheng Xin Finance Co. Limited

ACN 603 612 479

Notice of Annual General Meeting

**Annual General Meeting to be held at
Ding Sheng Xin Finance Co Limited, Management Centre
27th Floor, Yonglixingzuo Building
No. 188 South Section of Xintian Street, Yunyan
District, Guiyang City, People's Republic of China
on 20 June 2016 commencing at 10am (CST).**

Important

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

This page has been left blank intentionally.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an annual general meeting of the shareholders of Ding Sheng Xin Finance Co. Limited ACN 603 612 479 (**Company**) will be held at Ding Sheng Xin Finance Co Limited, Management Centre, 27th Floor, Yonglixingzuo Building, No. 188 South Section of Xintian Street, Yunyan District, Guiyang City, People's Republic of China, on 20 June 2016 commencing at 10am (CST).

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

Business

Annual Report

To receive and consider the Annual Report of the Company for the financial year ended 31 December 2015, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1: Approval of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as an **advisory only resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 31 December 2015 be adopted."

Note: The votes on this Resolution are advisory only and do not bind the Directors or the Company.

Voting exclusion statement

The Company will disregard any votes cast on the Resolution:

- by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
- by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
- as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chair pursuant to an express authorisation to exercise the proxy.

Resolution 2: Re-election of Guo Zhenhua

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

"That, for all purposes, Guo Zhenhua, having been appointed to fill a casual vacancy, retires as required in accordance with clause 11.4 of the Company's constitution and, being eligible, having offered himself for re-election, be re-elected a Director."

Resolution 3: Re-election of Tang Wenfeng

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

"That, for all purposes, Tang Wenfeng, having been appointed to fill a casual vacancy, retires as required in accordance with clause 11.4 of the Company's constitution and, being eligible, having offered herself for re-election, be re-elected a Director."

Resolution 4: Re-election of Chang Chen

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

“That, for all purposes, Chang Chen, having been appointed to fill a casual vacancy, retires as required in accordance with clause 11.4 of the Company's constitution and, being eligible, having offered herself for re-election, be re-elected a Director.”

Resolution 5: Re-election of James Zhong

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

“That, for all purposes, James Zhong, having been appointed to fill a casual vacancy, retires as required in accordance with clause 11.4 of the Company's constitution and, being eligible, having offered himself for re-election, be re-elected a Director.”

Resolution 6: Re-election of Kathy Yuan

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

“That, for all purposes, Kathy Yuan, having been appointed to fill a casual vacancy, retires as required in accordance with clause 11.4 of the Company's constitution and, being eligible, having offered herself for re-election, be re-elected a Director.”

Resolution 7: Re-election of Winton Willesee

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

“That, for all purposes, Winton Willesee, having been appointed to fill a casual vacancy, retires as required in accordance with clause 11.4 of the Company's constitution and, being eligible, having offered himself for re-election, be re-elected a Director.”

Resolution 8: Appointment of Moore Stephens Assurance Adelaide Pty Ltd as auditor

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

“That, in accordance with section 327B of the Corporations Act, and for all other purposes, Moore Stephens Assurance Adelaide Pty Ltd, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company.”

By order of the Board



Winton Willesee
Director
Ding Sheng Xin Finance Co. Limited

18 May 2016

EXPLANATORY STATEMENT

Important information

This Explanatory Statement has been prepared for the information of the shareholders of Ding Sheng Xin Finance Co. Limited ACN 603 612 479 (**Company**) in connection with Resolutions 1 to 7 to be considered at the Annual General Meeting to be held at Ding Sheng Xin Finance Co Limited, Management Centre, 27th Floor, Yonglixingzuo Building, No. 188 South Section of Xintian Street, Yunyan District, Guiyang City, People's Republic of China, on 20 June 2016 commencing at 10am (CST).

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 Meeting.

This Notice and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Interpretation

Capitalised terms which are not otherwise defined in this Notice and Explanatory Statement have the meanings given to those terms under the Definitions section below.

References to "\$" and "A\$" in this Notice and Explanatory Statement are references to Australian currency unless otherwise stated.

References to time in this Notice and Explanatory Statement relate to the time in Perth, Western Australia.

Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in the Notice.

Proxies

Please note that:

- a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Members of the Key Management Personnel will not be able to vote as proxy on Resolution 1 unless the Shareholder directs them how to vote or, in the case of the Chair, unless the Shareholder expressly

authorises him or her to do so. If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as their proxy, the Shareholder should ensure that they direct the member of Key Management Personnel how to vote on Resolution 1.

If a Shareholder intends to appoint the Chair as their proxy for Resolution 1, Shareholders can direct the Chair how to vote by marking one of the boxes for Resolution 1 (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If the Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolution 1 even though it is connected to the remuneration of members of the Key Management Personnel.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- post to the Company at Suite 25, 145 Stirling Highway, Nedlands WA 6009;
- facsimile to the Company on +61 8 9389 3199; or
- email to the Company Secretary at erlyn@azc.com.au

so that it is received by no later than 10am (CST) on 18 June 2016. Proxy Forms received later than this time will be invalid.

Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7pm (CST) on 18 June 2016. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

REGULATORY INFORMATION

1. Annual Report

The Annual Report of the Company for the financial year ended 31 December 2015, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Report and the management of the Company.

A representative of the Company's auditor, Moore Stephens Assurance Adelaide Pty Ltd, is anticipated to be in attendance to respond to any questions raised of the auditor or on the Auditor's Report in accordance with section 250T of the Corporations Act.

2. Resolution 1: Approval of Remuneration Report

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at the annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report adopted be put to a vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which does not bind the Directors or the Company. However, the Directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

Following consideration of the Remuneration Report for the financial year ended 31 December 2015, the Chair, in accordance with section 250SA of the Corporations Act, will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If at least 25% of the votes cast on a resolution for the adoption of a Remuneration Report are voted against at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the Managing Director) would go up for re-election.

The Directors encourage all Shareholders to vote on Resolution 1.

3. Resolution 2: Re-election of Guo Zhenhua

In accordance with clause 11.4 of the Constitution, a Director appointed to fill a casual vacancy holds office until the next general meeting of the Company and is then eligible for re-election.

Guo Zhenhua retires by in accordance with clause 11.4 of the Constitution at this Annual General Meeting and, being eligible, offers himself for re-election. Brief background information on Guo Zhenhua is set out below:

Guo Zhenhua

Mr Guo Zhenhua has over 20 years of operations and management experience in the guarantee services industry. Before founding Ding Sheng Xin Financing Guarantee Co., Ltd in 2005, Mr Guo joined and established several companies where he took key positions.

From 1985 to 1993, Mr Guo worked at the Pricing Bureau of Guiyang City. Following this role, Mr Guo founded ran his own businesses including a guarantee company.

Mr Guo has acted as the Chairman and Chief Executive Officer of Ding Sheng Xin Financing Guarantee Co., Ltd since its inception.

As CEO of the Group, Mr Guo is primarily in charge of the Group's strategic planning, fund raising and management.

Mr Guo was appointed as a Director on 9 January 2015.

Directors' recommendations

Other than Guo Zhenhua, who does not make any recommendation in relation to his own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

4. Resolution 3: Re-election of Tang Wenfeng

In accordance with clause 11.4 of the Constitution, a Director appointed to fill a casual vacancy holds office until the next general meeting of the Company and is then eligible for re-election.

Tang Wenfeng retires by in accordance with clause 11.4 of the Constitution at this Annual General Meeting and, being eligible, offers herself for re-election. Brief background information on Tang Wenfeng is set out below:

Tang Wenfeng

Ms Tang Wenfeng graduated from Yunnan University in China in 2002, majoring in Economics. From 2002 to 2005, Ms Tang Wenfeng studied at Xiamen University in the PRC working towards a Masters of Business Administration.

From 2008 to 2010, Ms Tang Wenfeng continued her MBA studies at the Hong Kong Institute of International Finance. From 2010 to 2012, Ms Tang completed her studies for an Executive MBA at the graduate school of the People's Bank of China, specialising in the guarantee industry.

Ms Tang was appointed as a Director on 8 July 2015.

Directors' recommendations

Other than Tang Wenfeng, who does not make any recommendation in relation to her own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

5. Resolution 4: Re-election of Chang Chen

In accordance with clause 11.4 of the Constitution, a Director appointed to fill a casual vacancy holds office until the next general meeting of the Company and is then eligible for re-election.

Chang Chen retires by in accordance with clause 11.4 of the Constitution at this Annual General Meeting and, being eligible, offers herself for re-election. Brief background information on Chang Chen is set out below:

Chang Chen

Ms Chang is the managing director of Dao Capital which is a leading finance advisory firm located in Shanghai. Ms Chang is a Certified Public Accountant in the PRC with extensive experience in financing, capital markets and corporate management, having graduated from the Beijing Technology and Business University with a Masters of Accounting.

From 2006 to 2009, Ms Chang was a lecturer of the Association of International Accountants and served as a business analyst in the management consulting department of Synovate.

Ms Chang joined Dao Capital in 2009, at which she works on private placements and IPOs in multiple markets such as South Korea, Hong Kong and the United States.

Ms Chang is familiar with financial management and strategic planning, and has rich experience in financial analysis and financial projections.

Ms Chang is a member of the Audit and Risk Committee for the Company.

Ms Chang was appointed as a Director on 8 July 2015.

Directors' recommendations

Other than Chang Chen, who does not make any recommendation in relation to her own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

6. Resolution 5: Re-election of James Zhong

In accordance with clause 11.4 of the Constitution, a Director appointed to fill a casual vacancy holds office until the next general meeting of the Company and is then eligible for re-election.

James Zhong retires by in accordance with clause 11.4 of the Constitution at this Annual General Meeting and, being eligible, offers himself for re-election. Brief background information on James Zhong is set out below:

James Zhong

Mr James Zhong is a registered migration agent and a licenced real estate agent in Australia. Mr Zhong is currently studying for the degree of Doctor of Social Sciences at the University of Technology, Sydney.

Mr Zhong moved to Australia in 1990 and has over 20 years of business experience in Australia. He is familiar with business management in many industries, including education, immigration, tourism, real estate and health care products.

Mr Zhong is a member of the Audit and Risk Committee for the Company.

Mr Zhong was appointed as a Director on 8 July 2015.

Directors' recommendations

Other than James Zhong, who does not make any recommendation in relation to his own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

7. Resolution 6: Re-election of Kathy Yuan

In accordance with clause 11.4 of the Constitution, a Director appointed to fill a casual vacancy holds office until the next general meeting of the Company and is then eligible for re-election.

Kathy Yuan retires by in accordance with clause 11.4 of the Constitution at this Annual General Meeting and, being eligible, offers herself for re-election. Brief background information on Kathy Yuan is set out below:

Kathy Yuan

Ms Kathy Yuan has over 15 years of business experience in Australia in both the private and civil services sectors. Ms Yuan's strengths include identifying businesses with high potential based on changing market conditions, acquiring and stabilising the business, then steering the business towards growth.

Ms Yuan is the chair of the Company's Audit and Risk Committee.

Ms Yuan was appointed as a Director on 8 July 2015.

Directors' recommendations

Other than Kathy Yuan, who does not make any recommendation in relation to her own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

8. Resolution 7: Re-election of Winton Willesee

In accordance with clause 11.4 of the Constitution, a Director appointed to fill a casual vacancy holds office until the next general meeting of the Company and is then eligible for re-election.

Winton Willesee retires by in accordance with clause 11.4 of the Constitution at this Annual General Meeting and, being eligible, offers himself for re-election. Brief background information on Winton Willesee is set out below:

Winton Willesee

Mr Willesee has been involved in capital markets for over 15 years. During that time he has been involved with many listed companies as a director, officer or adviser.

Mr Willesee has experience throughout the spectrum having been involved with start-ups and initial listings through to large capex projects and production companies.

Mr Willesee is currently the Non-Executive Chairman Birimian Gold Limited and Metallum Limited, the Executive Chairman of Cove Resources Limited and a Non-Executive Director of MMJ PhytoTech Limited, all of which are ASX-listed companies.

Directors' recommendations

Other than Winton Willesee, who does not make any recommendation in relation to his own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

9. Resolution 8: Appointment of Moore Stephens Assurance Adelaide Pty Ltd as auditor

Moore Stephens Assurance Adelaide Pty Ltd were appointed as auditors of the Company pursuant to section 327A(1) of the Corporations Act. An auditor appointed under this provision holds office until the first annual general meeting of Shareholders.

Resolution 8 seeks Shareholder approval for the appointment of Moore Stephens Assurance Adelaide Pty Ltd as auditor for the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Moore Stephens Assurance Adelaide Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is attached as Annexure A.

In accordance with section 328B(1) of the Corporations Act, Moore Stephens Assurance Adelaide Pty Ltd has given its written consent to act as the Company's auditor subject to Shareholder approval of this Resolution 8.

If Resolution 8 is passed, the appointment of Moore Stephens Assurance Adelaide Pty Ltd as the Company's auditor will take effect at the close of this Annual General Meeting.

Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

DEFINITIONS

In this Notice of Meeting and Explanatory Statement, the following terms have the following meanings:

Annexure means an annexure to this Explanatory Statement.

Annual Report means the annual report of the Company for the financial year ended 31 December 2015.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Auditor's Report means the auditor's report contained in the Annual Report.

Board means the board of Directors.

Chair means the chairperson of the Meeting.

Company means Ding Sheng Xin Finance Co. Limited ACN 603 612 479.

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

Director means a director of the Company.

Directors' Report means the directors' report contained in the Annual Report.

Explanatory Statement means this explanatory statement incorporated in this Notice.

Financial Report means the financial report contained in the Annual Report.

Key Management Personnel means the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules means the official listing rules of ASX.

Meeting or **Annual General Meeting** means the Annual General Meeting of Shareholders to be held on 20 June 2016 at 10am (CST).

Notice of Meeting means the notice of annual general meeting incorporating this Explanatory Statement.

Proxy Form means the proxy form attached to this Notice.

Remuneration Report means the remuneration report contained in the Annual Report.

Resolution means a resolution contained in the Notice.

CST means China Standard Time, being the time in Guiyang, Peoples Republic of China.

ANNEXURE A – NOMINATION OF AUDITOR

Grandeur Times Limited.
No 7 Unit 3 No 18, Zhong Bei Rd
Yunyan District,
Guiyang City,
Guizhou Province
China

13 May 2016

The Company Secretary
Ding Sheng Xin Finance Co Limited
Suite 25, 145 Stirling Highway
NEDLANDS WA 6009

Dear Madam,

NOMINATION OF MOORE STEPHENS ASSURANCE ADELAIDE Pty Ltd AS AUDITOR OF DING SHENG XIN FINANCE CO LIMITED

Grandeur Times Limited, being a shareholder of Ding Sheng Xin Finance Co Limited, hereby give written notice pursuant to section 328B(1) of the Corporations Act of the nomination of Moore Stephens Assurance Adelaide Pty Ltd of Level 4, 81 Flinders Street, Adelaide, Australia for appointment as auditor of Ding Sheng Xin Finance Co Limited at its 2015 Annual General Meeting.

I/We consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the 2015 Annual General Meeting of Ding Sheng Xin Finance Co Limited as required by section 328B(3) of the Corporations Act 2001.
Yours sincerely,



Guo Zhenhua
Director

PROXY FORM
Ding Sheng Xin Finance Co. Limited
ACN 603 612 479

I/We

of

being a member of Ding Sheng Xin Finance Co. Limited ACN 603 612 479 entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of Proxy

OR

☐

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at Ding Sheng Xin Finance Co Limited, Management Centre, 27th Floor, Yonglixingzuo Building, No. 188 South Section of Xintian Street, Yunyan District, Guiyang City, People's Republic of China, on 20 June 2016 commencing at 10am (CST).

The Chair intends to vote all available proxies in favour of all Resolutions. If you have appointed the Chair as your proxy (or the Chair becomes your proxy by default), and you wish to give the Chair specific voting directions on a Resolution, you should mark the appropriate box(es) opposite those Resolutions in the panel below (directing the Chair to vote for, against or to abstain from voting).

OR

Voting on business of the Annual General Meeting

Resolution 1	Approval of Remuneration Report
Resolution 2	Re-election of Guo Zhenhua
Resolution 3	Re-election of Tang Wenfeng
Resolution 4	Re-election of Chang Chen
Resolution 5	Re-election of James Zhong
Resolution 6	Re-election of Kathy Yuan
Resolution 7	Re-election of Winton Willesee
Resolution 8	Appointment of Moore Stephens as auditor

FOR AGAINST ABSTAIN

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Member(s):

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

Instructions for Proxy Form

1. Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2. Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chair of the Annual General Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Annual General Meeting, the Chair will be your proxy. A proxy need not be a Shareholder.

3. Voting on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

4. 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)** If you have not already lodged the power of attorney with the Company's share 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) does not have a company secretary, as 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.

5. Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any power of attorney and/or second Proxy Form) and return by:

- post to the Company at Suite 25, 145 Stirling Highway, Nedlands WA 6009;
- facsimile to the Company on +61 8 9389 3199; or
- email to the Company Secretary at erlyn@azc.com.au

so that it is received by no later than 10am on 18 June 2016.

Proxy Forms received later than this time will be invalid.

This page has been left blank intentionally.

This page has been left blank intentionally.