

FIFTH Element

R E S O U R C E S Ltd

ASX Code: FTH

ASX Announcement 24 February 2015

Annual General Meeting

The directors advise that the first annual general meeting of the Company will be held at 11.00am (Sydney time) on Wednesday 25 March 2015 at Level 18, Grosvenor Place, 225 George Street, Sydney NSW 2000.

A copy of the Notice of Meeting and Proxy Form is attached.

By order of the Board

Zixuan Zhou
Director

For further information please contact:

Zixuan Zhou – zhouzzx@hotmail.com



NOTICE OF ANNUAL GENERAL MEETING

to be held at 11.00 A.M. (Sydney time) on
Wednesday, 25 March 2015 at
Level 18, Grosvenor Place, 225 George Street, Sydney NSW 2000

Shareholders who have elected not to receive a printed copy of the Company's 2014 Annual Report may obtain a copy from the Company's website
www.fifthelementresources.com

Notice is hereby given that the Annual General Meeting ("the Meeting") of Fifth Element Resources Limited ("the Company") will be held at 11:00 A.M. (Sydney time) on Wednesday, 25th March 2015 at the offices of Norton Rose Fulbright, Level 18, Grosvenor Place, 225 George Street, Sydney NSW 2000.

ORDINARY BUSINESS

Consideration of Financial Report

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2014.

Neither the Corporations Act 2001 (Cth) nor the Company's Constitution requires a vote of shareholders on the annual report or financial statements. However, shareholders will be given the opportunity to ask questions or make comments on the annual report at the meeting.

Remuneration Report

Resolution 1 Adoption of Remuneration Report:

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

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company, for the year ended 30 June 2014 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

- *This resolution is advisory only and does not bind the Company or the directors.*
- *When reviewing the Company's remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.*
- *If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election.*

Election of Directors

Resolution 2 Election of Mr Yang Zhang as a Director

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

"That Mr Yang Zhang, who was appointed a Director on 19th November 2014, automatically retires in accordance with the Constitution and being eligible offers himself for re-election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting."

Resolution 3 Election of Mr Zixuan Zhou as a Director

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

"That Mr Zixuan Zhou, who was appointed a Director on 26th November 2014, automatically retires in accordance with the Constitution and being eligible offers himself for re-election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting."

Resolution 4 Election of Mr Ken Ho as a Director

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

"That Mr Ken Ho, who was appointed a Director on 10 February 2015, automatically retires in accordance with the Constitution and, being eligible offers himself for re-election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 4 in the notice of meeting."

Resolution 5 Election of Ms Linna Ye as a Director

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

"That Ms Linna Ye, who was appointed a Director during the financial year, automatically retires in accordance with the Constitution and, being eligible offers herself for re-election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 5 in the notice of meeting."

Other Business

Resolution 6 Appointment of Auditors

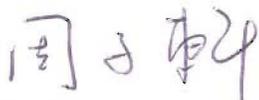
Bromley's Chartered Accountants were appointed auditors shortly after the incorporation of the Company. The *Corporations Act 2001 (Cth)* (s327B(1)(a)) provides that the auditors shall hold office until the first Annual General Meeting of the Company.

Bromley's Chartered Accountants have consented to act as auditors and they have been nominated by a shareholder, Mr Yang Zhang.

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

"That Bromley's Chartered Accountants be appointed auditors of the Company."

BY ORDER OF THE BOARD



Zixuan Zhou
Director and Company Secretary

Dated: 23 February 2015

VOTING EXCLUSIONS

In accordance with the *Corporations Act 2001 (Cth)*, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 1:

By:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

EXPLANATORY NOTES

These Explanatory Notes have been prepared for the shareholders of Fifth Element Resources Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Wednesday 25th March 2015.

With the exception of Resolution 1, all of the resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, Bromley's Chartered Accountants, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If shareholders would like to submit a written question to Bromley's Chartered Accountants before the Meeting on any of the foregoing matters, please send your question to Mr Zixuan Zhou, at zhouzxx@hotmail.com before 18th March 2015.

If you have a more general issue or question that you would like discussed at the Meeting, please write to Mr Zixuan Zhou, at the above email address.

How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

The Chairman intends to vote in favour of all Resolutions. If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

Resolution 1 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2014.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and Executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report.

The Remuneration Report discusses the Company's policy on remuneration of Directors and Key Management Personnel and the link between remuneration and the Company's performance. Remuneration for Directors and Key Management Personnel has been established with reference to independent external benchmark references and within the context of a highly competitive employment market for skilled personnel.

The resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election. The Company encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 by signing and returning the Proxy Form, the Shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Resolution 2 – Election of Mr Yang Zhang as a Director

Pursuant to Rule 4.3 of the Constitution Mr Yang Zhang will automatically retire and seeks re-election.

Mr Zhang was appointed to the Board as the Chairman and Chief Executive Officer of the Company on 19th November 2014. Mr Zhang, aged 51, has over 20 years of experience in industrial investment and management. Previously, Mr Zhang had been the chairman of companies listed on the Hong Kong Stock Exchange, including Inter-China Holdings Company Limited and Guo Xi Group Limited.

The Board (other than Mr Zhang who abstained from voting) supports the re-election of Mr Zhang.

Resolution 3 – Election of Mr Zixuan Zhou as a Director

Pursuant to Rule 4.3 of the Constitution Mr Zixuan Zhou will automatically retire and seeks re-election.

Mr Zhou was appointed to the Board as a non executive Director on 26th November 2014.

Mr Zhou, achieved the French Engineering Degree (Diplôme d'Ingénieur) of EPF-École d'ingénieurs, which is equivalent to a Master's Degree, with a specialization in Power Engineering and Environment in 2007.

Mr. Zhou started his career with Bouygues Construction as an M&E engineer and worked for different construction projects in Hong Kong and in Singapore from 2007 to 2009.

The Board (other than Mr Zhou who abstained from voting) supports the re-election of Mr Zhou.

Resolution 4 – Election of Mr Ken Ho as a Director

Pursuant to Rule 4.3 of the Constitution Mr Ken Ho will automatically retire and seeks re-election.

Mr Ho was appointed to the Board as an executive Director on 10 February 2015.

Mr Ho graduated from University of Sydney and University of New South Wales with Bachelor of Economics and Master of Commerce degree. He is also a Chartered Financial Analyst. He

started his career with international investment banks, and has specialised in equities with in-depth knowledge of China. He has vast experience in working with global institutional funds, senior management of listed companies, securities regulators and media. He has also held independent non-executive directorships with companies listed in the Hong Kong Stock Exchange.

The Board (other than Mr Ho who abstained from voting) supports the re-election of Mr Ho.

Resolution 5 – Election of Ms Linna Ye as a Director

Pursuant to Rule 4 of the Constitution Ms Linna Ye will automatically retire and seeks re-election.

Ms Ye was appointed to the Board as a non -executive Director on 23 April 2014.

Ms Ye has been involved in the property development industry for over 10 years as a property developer and business consultant. She holds a Master of Property Development (Dist.).

Ms Ye has a keen understanding of business realities of feasibility analysis and the practical experience of ensuring that land is put to its greatest and best use. She has been a director of a number of property development companies. Ms Ye is fluent in English, Mandarin and Cantonese and has lived in Australia for over 20 years.

The Board (other than Ms Ye who abstained from voting) supports the re-election of Ms Ye.

Resolution 6 – Appointment of Auditors

Pursuant to section 327B(1)(a) of the Corporations Act 2001, the auditors shall hold office until the first Annual General Meeting of the Company. Bromley's Chartered Accountants have consented to act as auditors of the company should they be appointed at this meeting. A copy of a nomination letter from a shareholder is enclosed.

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Computershare Investor Services Pty Limited
Street address: Level 4, 60 Carrington Street, Sydney NSW 2000
Mailing address: GPO Box 242, Melbourne VIC 3001
Fax: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon so to do at the Meeting.

For custodians – who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

Fifth Element Resources Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.

7. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00pm (Sydney time), Monday, 23rd March 2015 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

22th February 2015

The Director,
Fifth Element Resources Limited,
C/- Star & Co.,
Level 12,
189 Kent Street,
SYDNEY. N.S.W. 2000.

Dear Sir,

RE: Nomination of Auditor

I, Mr Yang Zhang, being a shareholder of Fifth Element Resources Limited, hereby nominate Kenneth Neale Bromley of KN Bromley & Co Chartered Accountants to act as auditor for the company.

Yours faithfully,



Mr Yang Zhang

Please mark to indicate your directions

Appoint a Proxy to Vote on Your Behalf

I/We.....
(PLEASE PRINT NAME)

Of.....
(ADDRESS)

being a Member/Members of Fifth Element Resources Limited ACN 166 025 047 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 and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Fifth Element Resources Limited to be held at the offices of Norton Rose Fulbright, Level 18, Grosvenor Place, 225 George Street, Sydney NSW 2000 on Wednesday 25 March 2015 at 11:00 am (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box next to the resolution below.

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
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr Yang Zhang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Zixuan Zhou as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Ken Ho as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Ms Linna Ye as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 / /

INSTRUCTIONS FOR COMPLETION OF PROXY FORM

Your vote is important. Please direct your proxy how to vote. For your proxy to be entitled to vote your shares at the Meeting, the Company must receive the completed Proxy Form not later than 48 hours prior to the Meeting. Any proxy received after this deadline will be treated as invalid.

APPOINTMENT OF PROXY

Insert here the name of the person you wish to appoint as proxy. Members cannot appoint themselves. If you submit a Proxy Form, which does not name a person to act as your proxy, the Chairman of the Meeting will act as your proxy. You can vote your shares by proxy even if you plan to attend the Meeting.

Exercise of Proxy by Chairman

For undirected proxies, the Chairman intends to vote in favour of each resolution, and by appointing the Chairman as your proxy you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

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 on the proxy form.

BUSINESS

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%.

SIGNATURE OF SECURITYHOLDER(S)

Signing Instructions to ensure your proxy is validly executed

Individual: Where the holding is one name, the shareholder must sign.

Joint Holding: Where the holding is more than one name, all of the shareholders should sign.

Power of Attorney: Please attach a certified photocopy of the Power of Attorney to the proxy 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 another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting.

Please bring this form, or a copy, to assist registration. If a representative of a corporate shareholder 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 the Company Secretary.

RETURNING YOUR PROXY FORM

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited

GPO Box 242 Melbourne

Victoria 3001 Australia

Alternatively you can fax your form to

(within Australia) 1800 783 447

(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only

(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505

(outside Australia) +61 3 9415 4000

To be effective, the Proxy Form must be received by any of the above methods not later than 48 hours prior to the Meeting.