

**Lamboo Resources Limited**

**ACN 099 098 192**

**Notice of Annual General Meeting  
and Explanatory Statement**

Annual General Meeting to be held at CBP Lawyers, Level 5, 307 Queen Street, Brisbane Qld 4000 on  
19 December 2014 commencing at 10 am AEST

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

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# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of shareholders of Lamboo Resources Limited ACN 099 098 192 (**Company**) will be held at CBP Lawyers, Level 5, 307 Queen Street, Brisbane QLD 4000 on 19 December 2014 commencing at 10 am AEST, for the purpose of transacting the following business referred to in this Notice.

An Explanatory Statement provides additional information on matters to be considered at the Meeting.

## AGENDA

### ORDINARY BUSINESS

#### Receive and Consider the Financial Statements

To receive and consider:

- (a) the Financial Report;
- (b) the Directors' Report; and
- (c) the Auditor's Report,

of the Company for the year ended 30 June 2014.

#### Resolution 1 – Adoption of Remuneration Report

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

*"That the Remuneration Report within the Directors' Report of the Company's 2014 Annual Report be considered and adopted."*

Please note that the vote on this resolution is advisory only and does not bind the Company or its Directors.

#### Resolution 2 – Re-Election of Mr Bruce Preston as a Director

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

*"That Mr Bruce Preston, who retires by rotation and who offers himself for re-election, be re-elected a Director."*

#### Resolution 3 – Re-Election of Mr Wenzhao (Jerry) Xie as a Director

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

*"That Mr Jerry Xie, who retires by rotation and who offers himself for re-election, be re-elected a Director."*

#### Resolution 4 – Re-Election of Mr Alvars Lee Hon Nam as a Director

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

*"That Mr Alvars Lee, who retires by rotation and who offers himself for re-election, be re-elected a Director."*

## Resolution 5 - Conditional Spill Resolution

*Subject to and conditional upon at least 25% of the votes on Resolution 1 being cast against Resolution 1, to consider and if thought fit, pass the following resolutions as ordinary resolutions:*

- a) *That the Company will convene another meeting of the Company's members (Spill Meeting) within 90 days.*
- b) *That all the Company's Directors:*
  - (i) *who are Directors at the date of the AGM; and*
  - (ii) *who are not a Managing Director of the Company who may continue to hold office indefinitely under the listing rules of a prescribe financial market (and the Company is included on the market's official list) without being re-elected to the office, cease to hold office, immediately before the end of the Spill Meeting; and*
- c) *That resolutions to appoint new directors to replace the vacated Directors will be put to the vote at the Spill Meeting.*

## VOTING EXCLUSIONS:

### Resolution 1:

The Company will disregard any votes cast on Resolution 1 by or on behalf of "Key Management Personnel" (as defined in the Accounting Standards as published by the Australian Accounting Standards Board) and their "closely related parties".

Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report. A closely related party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or the KMP's spouse and anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls.

However, the Company need not disregard a vote if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or (b) the voter is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### Resolution 5:

Resolution 5 will be determined under section 250V(2) and 250R(4)-(10) of the Corporations Act.

Votes must not be cast on Resolution 5 by KMP and closely related parties in contravention of section 250R or 250BD of the Corporations Act.

The Company will disregard and not count any votes cast on this resolution by or on behalf of KMP or a closely related party of such a member and their "Closely Related Parties" (as defined in the Corporations Act 2001).

However, the Company need not disregard a vote if (a) the voter does so as a proxy for a person who is permitted to vote in accordance with a direction on the proxy form; or (b) the voter is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

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## NOTES

These notes form part of the Notice of Meeting.

### **Time and Place of Meeting**

Notice is given that a General Meeting of members will be held at CBP Lawyers, Level 5, 307 Queen Street, Brisbane Qld 4000 on 19 December 2014 commencing at 10 am AEST.

### **Your Vote is Important**

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

### **Voting Eligibility**

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm AEDT on 17 December 2014.

### **Voting in Person**

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

### **Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- (a) each member has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company; and
- (c) a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and

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- (d) either of the following applies:
- (i) the proxy is not recorded as attending the meeting;
  - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

#### **Voting by Corporate Representative**

A body corporate that is a Shareholder, or that has been appointed as a proxy, may appoint an individual to act as its representative at the General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the General Meeting, evidence of appointment, including any authority under which it is signed, unless it has previously been given to the Company.

#### **Voting by Attorney**

A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company in one of the methods listed above for the receipt of Proxy Forms, so that it is received not later than 10am AEST, 17 December 2014.

#### **Notice to Persons Outside Australia**

This Explanatory Statement has been prepared in accordance with Australian laws, disclosure requirements and accounting standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

The distribution of this Explanatory Statement may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this Explanatory Statement should inform themselves of, and observe, any such restrictions.

#### **Disclaimers**

No person is authorised to give any information or make any representation in connection with the Takeover which is not contained in this Explanatory Statement. Any information or representation not contained in this Explanatory Statement, may not be relied on as having been authorised by the Company or the Board in connection with the Transaction.

#### **Privacy**

To assist the Company to conduct the General Meeting, the Company may collect personal information including names, contact details and shareholding of Shareholders and the names of persons appointed by Shareholders to act as proxy at the General Meeting. Personal information of this nature may be disclosed by the Company to its share registry, print and mail service providers, and the Company's agents for the purposes of implementing the Takeover. Shareholders have certain rights to access their personal information that has been collected and should contact the Company secretary if they wish to access their personal information.

#### **ASIC and ASX involvement**

Neither ASIC, ASX nor any of their officers take any responsibility for the contents of the Notice of Meeting and Explanatory Statement.

By Order of the Board

Company Secretary  
Lamboo Resources Limited  
18 November 2014

# EXPLANATORY STATEMENT

## Purpose of this Explanatory Statement

This Explanatory Statement is provided to Shareholders of the Company to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at CBP Lawyers, Level 5, 307 Queen Street, Brisbane Qld 4000 on 19 December 2014 commencing at 10 am AEST.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Statement in full before making any decision in relation to the resolutions.

## Receive and Consider the Financial Statements

The *Corporations Act 2001* (**Corporations Act**) requires the Financial Report which includes the Financial Statements, Directors' Declaration, Directors' Report and the Auditor's Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Accordingly, the Company's Financial Report is placed before the Shareholders for discussion and no voting is required for this item of business.

Shareholders will have a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business and operations of the Company.

## Resolution 1: Adoption of Remuneration Report

The Remuneration Report of the Company for the period ended 30 June 2014 is set out in the Directors' Report of the 2014 Annual Report to Shareholders (**Remuneration Report**).

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. In addition, section 250R(2) of the Corporations Act requires that Resolution 1 be put to the vote. However, the vote on this resolution is only advisory and does not bind the Company or its Directors.

For proxies without voting instructions that are exercisable by the Chairman, the Chairman intends to vote undirected proxies in favour of each resolution. If you wish to appoint the Chairman as your proxy with a direction to vote against, or to abstain from voting on an item of business, you should specify this by completing the appropriate 'Against' or 'Abstain' box on the proxy appointment form. The Chairman is deemed to be appointed where a signed proxy form is returned which does not contain the name of the proxy or where the person appointed on the form is absent.

## Resolution 2 – Re-Election of Mr Bruce Preston as a Director

In accordance with the rotational retirement provisions, Mr Preston is due to retire at this meeting and being eligible, offers himself for re-election at this meeting.

Mr Preston is a geophysicist with extensive mineral exploration experience throughout Australia and the Asia Pacific regions. He also worked in stockbroking and investment banking for 13 years as a resource analyst with Morgan Stockbroking, Nomura Australia, James Capel and Bell Securities.

In 2004, he was one of the founding directors of Rey Resources Limited, which listed on the ASX in June 2006. He served as Managing Director until August 2007 and then as Technical Director until he retired in November 2011.

He holds a PhD in geophysics (UNE) and is an active member of the Australian Society of Exploration Geophysicists (ASEG) and the Australian Institute of Geoscientists (AIG).

The Board supports the election of Mr Preston.

## Resolution 3 – Re-Election of Mr Wenzhao (Jerry) Xie as a Director

In accordance with the rotational retirement provisions, Mr Xie is due to retire at this meeting and being eligible, offers himself for re-election at this meeting.

Mr Xie has a background in running listed companies and investment banking in Asia. Mr Xie was the Chief Financial Officer of Hong Kong-listed Winsway Coking Coal Holdings Limited (**Winsway**) and was responsible for managing the Winsway's transition from private ownership through its Initial Public Offering on the Hong Kong Stock Exchange.

With degree qualifications in Chemical Engineering and an MBA, Mr Xie has over 10 years' experience in initial public offerings, mergers and acquisitions, private equity, and senior corporate management responsibilities. He has been an investment banker and an investor for several global financial services companies such as Bank of China International, Deutsche Bank AG and Lehman Brothers.

Mr. Xie was most recently the Chief Executive Officer and Executive Director of Hong Kong listed Wonderful Sky Financial Group (**HKWS**), an investment holding company engaged in the provision of financial public relations (PR) services and international roadshow services in Hong Kong.

Prior to joining HKWS, Mr. Xie held the Chief Financial Officer role at Winsway from February 2010 to April 2013 and was responsible for Winsway's initial public offering, capital markets activities, financial management, mergers and acquisitions and investor relations.

Mr. Xie received a Bachelor of Science degree in Chemical Engineering from the Georgia Institute of Technology in 1996 and a Master of Business Administration degree from the Stern School of Business at New York University in 2004.

The Board supports the election of Mr Xie.

#### **Resolution 4 – Re-Election of Mr Alvars Lee Hon Nam as a Director**

In accordance with the rotational retirement provisions, Mr Lee is due to retire at this meeting and being eligible, offers himself for re-election at this meeting.

Mr Lee is Hong Kong based and has over 20 years' experience in advising corporates and working in capital markets. He has advised on a number of equity capital raisings, restructurings and also on M&A transactions, most recently as an independent consultant and before that with KGI Capital Asia Limited, where he was Head of Corporate Finance and with Daiwa Capital Markets Hong Kong Limited, where he was Managing Director, China Investment Banking.

Mr Lee has a Bachelor of Science (Hons) in Mechanical Engineering from the University of Hong Kong and a Master of Business Administration from the Anderson School at the University of California, Los Angeles.

The Board supports the election of Mr Lee.

#### **Resolution 5: Conditional Spill Resolution**

The Corporations Act requires that a spill resolution be included in the notice of meeting where:

- (a) The remuneration report at the previous AGM (in 2013) received a “no” vote of 25% or more; and
- (b) At the 2014 AGM the remuneration report receives a “no” vote of 25% or more.

The spill resolution must require that:

- (c) A spill meeting be held within 90 days of the AGM; and
- (d) All Directors (excluding the Managing Director) cease to hold office immediately before the spill meeting and an election to appoint persons to vacated offices occurs at the spill meeting

It is noted that holding a Spill Meeting is likely to cause a significant disruption to the running of the Company, and imposing of substantial costs to the Company.

## Glossary

In this Explanatory Statement and the Notice of Meeting:

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 and includes any successor body.

**ASX Listing Rules** means the listing rules of the ASX;

**Board** means the Company's board of Directors

**Company** or **Lambo** means Lamboo Resources Limited ACN 099 098 192

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

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

**Director(s)** means a current director of the Company.

**KMP** means a member of the key management personnel names in the remuneration report;

**Explanatory Statement** means this Explanatory Statement that accompanies and forms part of the Notice of Meeting.

**Listing Rules** means the Listing Rules of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Meeting** or **Annual General Meeting** means the annual general meeting the subject of this Notice of Meeting.

**Notice of Meeting** means this notice of annual general meeting which this Explanatory Statement accompanies and in which the Resolutions are set out.

**Resolution** means the resolutions in the Notice of Meeting.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a holder of Shares.



#### All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00 am (AEST) Wednesday, 17 December 2014.**

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEST) on Wednesday, 17 December 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Lamboo Resources Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **CBP Lawyers, Level 5, 307 Queen Street, BRISBANE QLD 4000 on 19 December 2014 at 10:00am (AEST)** and at any adjournment of that meeting, to act 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.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though resolutions are connected with the remuneration of a member of the key management personnel for the Company.

**The Chair of the Meeting will vote all undirected proxies in favour of resolutions 1 -4 and against resolution 5.** If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Bruce Preston as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Wenzhao (Jerry) Xie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Alvars Lee Hon Nam as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Conditional Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SHAREHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014