

[on CWH letterhead]

Date: 15 September 2017

[insert name of shareholder]
[insert address]

Dear [insert name]

Notice of 2013, 2014 and 2015 Annual General Meetings

The Board has determined to call 2013, 2014 and 2015 Annual General Meetings all to be held one after the other on 18 October 2017 (“AGM’s”). Copies of the Notices for AGM’s are attached to this letter for your consideration.

The Board regrets the delay in convening the AGM’s.

Work on the audit for the 2016 financial reports is underway.

As you are aware, the Company’s Shares were suspended on 1 October 2014 for failure to lodge the full year accounts for the period ended 30 June 2014. As announced by the Company to the market on 14 April 2016, the Company’s Shares have remained suspended and, in February 2016, the ASX has advised the Company that it will be automatically removed from the Official List if the suspension of its shares is not lifted by 1 October 2017 (“Suspension”).

CWH attempted to source deals that were suitable for the ASX to allow the removal of the Suspension, but ultimately could not conclude them for reasons beyond CWH’s control. Despite the imminent removal of CWH from the ASX Official List, it will continue to look for other opportunities with a view to either relisting on the ASX or seek listing on another recognised exchange.

I look forward to seeing you at the Meeting.

Yours sincerely,



Mr Bao Cheng Luo
Chairman
CWH Resources Ltd



CWH Resources Ltd
A.C.N. 009 230 111

CWH RESOURCES LTD

ACN 009 230 111

NOTICE OF 2013 ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 10am (AEDT)
DATE: 19 October 2017
PLACE: Eakin McCaffery Cox of Level 28 1 Market Street, Sydney 2000

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) 438 184 784.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The 2013 Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am (AEDT) on 19 October 2017 at:

Eakin McCaffery Cox
Level 28 BT Tower
1 Market Street,
Sydney 2000

YOUR VOTE IS IMPORTANT

The business of the 2013 Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the 2013 Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

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

- (1) deliver the proxy form:
 - (a) by hand to CWH Resources Ltd, c/- Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000; or
 - (b) by post to CWH Resources Ltd, Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000; or
- (2) by facsimile to (+61 2) 9261 5918,

so that it is received no later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

NOTICE OF 2013 ANNUAL GENERAL MEETING

Notice is hereby given that the 2013 Annual General Meetings (**Annual General Meeting**) of Shareholders of CWH Resources Limited (**Company** or **CWH**) will be held at 10am (AEDT) on 19 October 2017 at the offices of Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms 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 7:00pm (AEDT) on 17 October 2017. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Part A: Financial Statements and Reports

ORDINARY BUSINESS

Financial Statements and Reports

“To receive and to consider the Annual Financial Reports of the Company for the financial year ended 30 June 2013 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is for discussion only and is not a resolution.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

1. RESOLUTION 1 – ADOPTION OF 2013 REMUNERATION REPORT

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

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2013.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 by:

- (a) Directors of the Company and key management personnel (**KMP**); and
- (b) an associate of those persons.

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the person chairing the meeting (**Chair**) 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.

Part B: Election of Director

2. RESOLUTION 2 – RE-ELECTION OF MR WEI GUO WANG

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

“That Mr Wei Guo Wang, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, is re-elected as a Director of the Company”.

3. RESOLUTION 3 – RE-ELECTION OF MR JACK LUO

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

“That, Mr Jack Luo, a Director appointed to fulfil a casual vacancy and holding office until the next general meeting of the Company after his appointment, be re-elected as a Director”.

4. RESOLUTION 4 – RE- ELECTION OF MR RAYMOND TAYLOR

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

“That, Mr Raymond Taylor, a Director appointed to fulfil a casual vacancy and holding office until the next general meeting of the Company after his appointment, be re-elected as a Director.”

Dated **15 September 2017**

By order of the Board



Mr Bao Cheng Luo
Chairman
CWH Resources Ltd

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2013 Annual General Meeting to be held at 10am (AEDT) on 19 October 2017 at Eakin McCaffery Cox of Level 28 1 Market Street, Sydney 2000.

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.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional adviser.

Full details of the business to be considered at the Annual General Meeting are set out below.

Part A: Financial Statements and Reports

Financial Statements and Reports

In accordance with the Constitution, the business of the 2013 Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2013 (**2013 Annual Financial Report**) together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report for that financial year.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's 2013 Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's 2013 Annual Financial Report unless specifically requested to do so, Shareholders may view the Company's Annual Financial Reports on the Company's ASX website.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

1. RESOLUTION 1 – ADOPTION OF 2013 REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2013 Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Company's 2013 Annual Financial Report and is also available on the Company's ASX website.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the 2013 Annual General Meeting, and then again at the 2014 Annual General Meeting, the Company will be required to put a resolution to the 2014 Annual General Meeting to approve the calling of an Extraordinary General Meeting (**spill resolution**). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an Annual General Meeting (**spill meeting**) within 90 days of the 2014 Annual General Meeting. All of the Directors who were in office when the 2014 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other KMPs must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Director's Recommendation

The Directors recommend Shareholders vote in favour of Resolution 1.

Part B: Election of Director

1. RESOLUTION 2 – RE-ELECTION OF MR WEI GUO WANG

The Company's Constitution requires that if the Company has 3 or more Directors, a third (or the number of Directors nearest to one third) of those Directors must retire at each Annual General Meeting, provided always that no Directors (except a Managing Director) shall hold office for a period in excess of 3 years or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under clause 79 of the Company's Constitution is eligible for re-election. Under this Resolution 2, Mr Wang retired by rotation and seeks re-election.

Background details for Mr Wang are set out below:

Appointed the Board on 9 February 2009. Mr Wang has been a securities market consultant since 2005. In 1992 Mr Wang participated in the establishment of China Securities Co. Ltd and has filled various roles up to Vice President and Chairman of the Supervisory Committee. Mr Wang has also held various management roles within the People's Bank of China and ICBC. Mr Wang is a graduate of the Xiamen University with a Master degree in Economics.

Directors' recommendation

The Directors (excluding Mr Wang) recommend that shareholders vote for Resolution 2.

2. RESOLUTIONS 3 AND 4 – ELECTION OF MR JACK LUO AND MR RAYMOND TAYLOR

The Company's Constitution provides that any Director appointed during the year either to fill a casual vacancy or in addition to existing Directors holds office until the next general meeting and is then eligible for re-election.

Pursuant to clause 81(1) of the Company's Constitution, Mr Luo and Mr Taylor will hold office until the next general meeting of the Company and at that time he may be re-elected.

Set out below is a summary of the backgrounds of Mr Luo and Mr Taylor.

Mr Jack Luo

Mr Luo was born in China and is a resident of Australia. He completed a Bachelor degree in Accounting and Finance at Melbourne University. Mr Luo is based in Sydney and is currently the Manager of Investor relations at Moshav Financial, a Sydney based private lender and property developer. Mr Luo is the son of the Chairman Mr Bao Cheng Luo. Mr Luo is bilingual and will assist the Australian head office communicate with the Chinese operations. His commercial background and qualifications in accounting and finance will assist him in this role.

Mr Raymond Taylor

Mr Taylor is Company Secretary of CWH Resources Ltd. Mr Taylor has a Bachelor of Economics degree and a Masters of Commerce Degree from Macquarie University. He has completed his CPA qualification and Public Practice certificate, the Graduate Diploma of Company Secretarial Practice from the Institute of Company Secretaries and is a member of the Institute of Public Accountants. He has in excess of 25 years of experience as an accountant at a senior level and has many years of experience and involvement in reporting to boards and owners of businesses.

Directors' recommendation

The Directors (excluding Mr Jack Luo) recommend that shareholders vote for Resolution 3.

The Directors (excluding Mr Taylor) recommend that shareholders vote for Resolution 4.

Director retirement - Mr Shunming Li

Pursuant to clause 79 of the Company's Constitution, the Company wishes to advise that Mr Li has retired as Director of the Company as at the date of this Meeting.

ENQUIRIES

Shareholders are asked to contact the Company Secretary, on (+61) 438 184 784) if they have any queries in respect of the matters set out in these documents.

GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX.

Company or **CWH** means CWH Resources Limited (ACN 009 230 111).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company from time to time.

Dollar or **\$** means the lawful currency of Australia.

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Notice of Meeting or **Notice of 2013 Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Official List means the Official List of the ASX.

Related Body Corporate has the meaning given to this term in sections 9 and 50 of the Corporations Act.

Related Party has the meaning in section 228 of the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's report in section of the Company's annual financial report for the year ended 30 June 2013.

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

CWH Resources Limited

ACN 009 230 111

Proxy Form for 2013 Annual General Meeting

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

Full name of security holder(s):.....

Address:.....

I/We being a member/s of CWH Resources Limited (ACN 009 230 111) ("**Company**") and entitled to attend and vote at the meeting of the Company to be held at 10am (AEDT) on 19 October 2017 appoint:

the Chairman of the meeting. **OR**
 (mark box) (mark box) (*Full name of proxy or the office of the proxy*)

or if the person or body corporate named above fails to attend the Extraordinary General Meeting, or if no person/body corporate is named, the Chairman of the Extraordinary General Meeting as my/our proxy to attend that meeting and vote on my/our behalf at that Extraordinary General Meeting and any adjournment or postponement of that Extraordinary General Meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If two proxies are appointed, the proportion of voting rights this proxy represent is%.

STEP 2: VOTING DIRECTIONS ON ALL RESOLUTIONS

You may direct your proxy (which may be the Chairman, if so appointed) on how to vote on Resolutions 1 to 4 (inclusive) by marking one of the boxes with an "X" for each Resolution. If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that particular Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

The Chairman of this Extraordinary General Meeting intends to vote undirected proxies IN FAVOUR ("FOR") of all Resolutions.

I/We direct that my proxy vote in the following manner (please mark relevant boxes with (X) to indicate your directions):

Resolution		For	Against	Abstain*
1	Adoption of 2013 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re- Election of Director – Mr Wei Guo Wang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-Election of Director – Mr Jack Luo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-Election of Director – Mr Raymond Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* Please note if you mark **abstain**, you are directing your proxy not to vote on that Resolution.

STEP 3: SIGNATURE OF SECURITYHOLDER(S)

	Individual or Securityholder 1	Securityholder 2	Securityholder 3

	Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Date:	/ /	/ /	/ /

In addition to signing this Proxy Form, please provide the following information in case we need to contact you:

Contact name	Contact daytime telephone
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STEP 4: LODGING YOUR PROXY FORM

You must lodge your Proxy Form at least 48 hours before the commencement of the Meeting.

Please read carefully and follow the instructions overleaf.

How to complete this Proxy Form

For your proxy vote to be effective, your completed Proxy Form must be received at least 48 hours before the commencement of the Meeting.

Step 1: Appointing a proxy

If you are entitled to attend and vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf. A proxy can be an individual or a body corporate and need not be a security holder. You may select the Chairman of the meeting as your proxy.

Appointing a second proxy: You can appoint up to two proxies. If you appoint two proxies, you must specify the proportion or number of votes each proxy may exercise. If no percentage is specified, each proxy may exercise half of your votes. Fractions of votes will be disregarded. A separate Proxy Form must be used for each proxy.

Default to the Chairman of the meeting: Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote those proxies as directed.

Additional Proxy Forms: You can obtain additional Proxy Forms by telephoning the Company or you may copy this Form. Please lodge both Proxy Forms together.

Step 2: Voting directions

You may direct your proxy how to vote by placing a mark (✱) in one of the boxes opposite each item of business. All your securities will be voted in accordance with your directions. If you mark the "Abstain" box for an item, you are directing your proxy not to vote on that item. If you mark more than one box for an item, your vote on that item will be invalid.

Voting a portion of your holding: You may indicate that only a portion of your voting rights are to be voted on any item by inserting a percentage or the number of securities you wish to vote in the appropriate box or boxes. The total of votes cast, or the percentage for or against, an item must not exceed your voting entitlement or 100%.

No directions: If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses.

Step 3: Signing instructions

Individual: The Proxy Form must be signed by the security holder personally or by Power of Attorney (see below).

Joint holding: The Proxy Form must be signed by each of the joint security holders personally or by Power of Attorney (see below).

Power of Attorney: To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Company. If you have not previously lodged that document, please attach a certified copy of the Power of Attorney to this Proxy Form when you return it.

Companies: For a corporate security holder, if the company has a sole director who is also the sole company secretary, that person must sign this Proxy Form. If the company does not have a company secretary (under section 204A of the Corporations Act 2001 ("Act")), its sole director must sign this Proxy Form. Otherwise, a director must sign jointly with either another director or a company secretary in accordance with section 127 of Act. Please indicate the office held by signing in the appropriate place.

Corporate representative: If a representative of a corporate securityholder or proxy is to attend the meeting, the appropriate *Certificate of appointment of Corporate Representative* must be produced before the meeting. A form of the certificate may be obtained by telephoning the Company.

Step 4: Lodging your Proxy Form

This Proxy Form must be received by the Company at least 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be effective for the meeting. You can return this Proxy Form (and any Power of Attorney under which it is signed):

- **by post** to CWH Resources Ltd, c/- Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000;
- **by facsimile** to (+61 2) 9261 5918; or
- **by hand delivery** to CWH Resources Ltd, c/- Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000.



CWH Resources Ltd
A.C.N. 009 230 111

CWH RESOURCES LTD

ACN 009 230 111

NOTICE OF 2014 ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 1030am (AEDT)
DATE: 19 October 2017
PLACE: Eakin McCaffery Cox of Level 28 1 Market Street, Sydney 2000

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) 438 184 784.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The 2014 Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.30am (AEDT) on 19 October 2017 at:

Eakin McCaffery Cox
Level 28
1 Market Street,
Sydney 2000.

YOUR VOTE IS IMPORTANT

The business of the 2014 Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the 2014 Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

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

- (1) deliver the proxy form:
 - (a) by hand to CWH Resources Ltd, c/- Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000; or
 - (b) by post to CWH Resources Ltd, c/- Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000; or
- (2) by facsimile to (+61 2) 9261 5918,

so that it is received no later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice is hereby given that the 2014 Annual General Meeting (**Annual General Meeting**) of Shareholders of CWH Resources Limited (**Company** or **CWH**) will be held at 10.30am (AEDT) on 19 October 2017, at the offices of Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000;

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms 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 7:00pm (AEDT) on 17 October 2017. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Part A: Financial Statements and Reports

ORDINARY BUSINESS

Financial Statements and Reports

“To receive and to consider the Annual Financial Reports of the Company for the financial year ended 30 June 2014 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is for discussion only and is not a resolution.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

1. RESOLUTION 1 – ADOPTION OF 2014 REMUNERATION REPORT

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

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2014.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 by:

- (a) Directors of the Company and key management personnel (**KMP**); and
- (b) an associate of those persons.

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or

- (ii) it is cast by the person chairing the meeting (**Chair**) 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.

Part B: Election of Director

1. RESOLUTION 2 – RE-ELECTION OF MR HOCK GUAN CHARLES SHER

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

“That Mr Hock Guan Charles Sher, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, is re-elected as a Director of the Company”.

Dated **15 September 2017**

By order of the Board



Mr Bao Cheng Luo
Chairman
CWH Resources Ltd

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2014 Annual General Meeting to be held at 10.30am (AEDT) on 19 October 2017 at the offices of Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000.

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.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional adviser.

Full details of the business to be considered at the Annual General Meeting are set out below.

Part A: Financial Statements and Reports

Financial Statements and Reports

In accordance with the Constitution, the business of the 2014 Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2014 (**2014 Annual Financial Report**) together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report for that financial year.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's 2014 Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's 2014 Annual Financial Report unless specifically requested to do so, Shareholders may view the Company's Annual Financial Reports on the Company's ASX website.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

Part A: Financial Statements and Reports

1. RESOLUTION 1 – ADOPTION OF 2014 REMUNERATION REPORT

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The vote on the Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Company's 2014 Annual Financial Report and is also available on the Company's ASX website.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the 2014 Annual General Meeting, and then again at the 2015 Annual General Meeting, the Company will be required to put a resolution to the 2015 Annual General Meeting to approve the calling of an Extraordinary General Meeting (**spill resolution**). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an Annual General Meeting (**spill meeting**) within 90 days of the 2015 Annual General Meeting. All of the Directors who were in office when the 2015 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other KMPs must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Director's Recommendation

The Directors recommend Shareholders vote in favour of Resolution 1.

Part B: Election of Director

1. RESOLUTION 2 – RE-ELECTION OF MR HOCK GUAN CHARLES SHER

The Company's Constitution requires that if the Company has 3 or more Directors, a third (or the number of Directors nearest to one third) of those Directors must retire at each Annual General Meeting, provided always that no Directors (except a Managing Director) shall hold office for a period in excess of 3 years or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under clause 79 of the Company's Constitution is eligible for re-election. Under this Resolution 2, Mr Sher retired by rotation and seeks re-election.

Background details for Mr Sher are set out below:

Mr Sher was appointed to the Board on 15 August 2003. He is currently the President of Xiamen Huadian Switchgear Co. Ltd., a manufacturing company located in Xiamen involved in design, manufacturing and sales of medium voltage switchgear and circuit breakers.

He is also currently the Chairman of Xiamen Fucheng Real Estate Development Company Limited, a real estate development company located in Xiamen. Between 1990 and 2003, Mr Sher held various management and operational positions with the ASEA Brown Boveri (**ABB**) group of companies in Hong Kong, Xiamen and Singapore. He last held the position of Vice President of ABB Industry Pte Ltd in Singapore, where he was the Head of Business Area Low Voltage Products for Asia South Region and the Head of Business Area Manufacturing and Electronic Industries for Asia Region before he left the ABB group in 2003. An electrical engineer by training, Mr Sher was involved in the areas of electrical and mechanical projects in various organisations where he worked, including Sunyen Engineering Pte Ltd, Mass Rapid Transit Corporation and Asia Cement (Singapore) Pte Ltd in Singapore.

In addition, he has been conferred as an Honorary Citizen of Xiamen Municipal Government since 1996. Mr Sher holds a Bachelor of Applied Science in Electrical Engineering from the University of Ottawa, Ontario, Canada. He has attended the Asian International Executive Program by INSEAD Euro-Asia Centre.

Directors' recommendation

The Directors (excluding Mr Sher) recommend that shareholders vote for Resolution 2.

ENQUIRIES

Shareholders are asked to contact the Company Secretary, on (+61) 438 184 784) if they have any queries in respect of the matters set out in these documents.

GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX.

Company or **CWH** means CWH Resources Limited (ACN 009 230 111).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company from time to time.

Dollar or **\$** means the lawful currency of Australia.

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Notice of Meeting or **Notice of 2014 Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Official List means the Official List of the ASX.

Related Body Corporate has the meaning given to this term in sections 9 and 50 of the Corporations Act.

Related Party has the meaning in section 228 of the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's report in section of the Company's annual financial report for the year ended 30 June 2014.

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

CWH Resources Limited

ACN 009 230 111

Proxy Form for 2014 Annual General Meeting

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

Full name of security holder(s):.....

Address:.....

I/We being a member/s of CWH Resources Limited (ACN 009 230 111) ("**Company**") and entitled to attend and vote at the meeting of the Company to be held at 10.30am (AEDT) on 19 October 2017 appoint:

the Chairman of the meeting.

OR

(mark box)

(mark box)

.....
(Full name of proxy or the office of the proxy)

or if the person or body corporate named above fails to attend the Extraordinary General Meeting, or if no person/body corporate is named, the Chairman of the Extraordinary General Meeting as my/our proxy to attend that meeting and vote on my/our behalf at that Extraordinary General Meeting and any adjournment or postponement of that Extraordinary General Meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If two proxies are appointed, the proportion of voting rights this proxy represent is%.

STEP 2: VOTING DIRECTIONS ON ALL RESOLUTIONS

You may direct your proxy (which may be the Chairman, if so appointed) on how to vote on Resolutions 1 and 2 (inclusive) by marking one of the boxes with an "X" for each Resolution. If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that particular Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

The Chairman of this Extraordinary General Meeting intends to vote undirected proxies IN FAVOUR ("FOR") of all Resolutions.

I/We direct that my proxy vote in the following manner (please mark relevant boxes with (X) to indicate your directions):

Resolution		For	Against	Abstain*
1	Adoption of 2014 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Director – Mr Hock Guan Charles Sher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* Please note if you mark **abstain**, you are directing your proxy not to vote on that Resolution.

STEP 3: SIGNATURE OF SECURITYHOLDER(S)

	Individual or Securityholder 1	Securityholder 2	Securityholder 3

	Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Date:	/ /	/ /	/ /

In addition to signing this Proxy Form, please provide the following information in case we need to contact you:

Contact name	Contact daytime telephone
--------------	-------	---------------------------	-------

STEP 4: LODGING YOUR PROXY FORM

You must lodge your Proxy Form at least 48 hours before the commencement of the Meeting.

Please read carefully and follow the instructions overleaf.

How to complete this Proxy Form

For your proxy vote to be effective, your completed Proxy Form must be received at least 48 hours before the commencement of the Meeting.

Step 1: Appointing a proxy

If you are entitled to attend and vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf. A proxy can be an individual or a body corporate and need not be a security holder. You may select the Chairman of the meeting as your proxy.

Appointing a second proxy: You can appoint up to two proxies. If you appoint two proxies, you must specify the proportion or number of votes each proxy may exercise. If no percentage is specified, each proxy may exercise half of your votes. Fractions of votes will be disregarded. A separate Proxy Form must be used for each proxy.

Default to the Chairman of the meeting: Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote those proxies as directed.

Additional Proxy Forms: You can obtain additional Proxy Forms by telephoning the Company or you may copy this Form. Please lodge both Proxy Forms together.

Step 2: Voting directions

You may direct your proxy how to vote by placing a mark (✱) in one of the boxes opposite each item of business. All your securities will be voted in accordance with your directions. If you mark the "Abstain" box for an item, you are directing your proxy not to vote on that item. If you mark more than one box for an item, your vote on that item will be invalid.

Voting a portion of your holding: You may indicate that only a portion of your voting rights are to be voted on any item by inserting a percentage or the number of securities you wish to vote in the appropriate box or boxes. The total of votes cast, or the percentage for or against, an item must not exceed your voting entitlement or 100%.

No directions: If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses.

Step 3: Signing instructions

Individual: The Proxy Form must be signed by the security holder personally or by Power of Attorney (see below).

Joint holding: The Proxy Form must be signed by each of the joint security holders personally or by Power of Attorney (see below).

Power of Attorney: To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Company. If you have not previously lodged that document, please attach a certified copy of the Power of Attorney to this Proxy Form when you return it.

Companies: For a corporate security holder, if the company has a sole director who is also the sole company secretary, that person must sign this Proxy Form. If the company does not have a company secretary (under section 204A of the Corporations Act 2001 ("Act")), its sole director must sign this Proxy Form. Otherwise, a director must sign jointly with either another director or a company secretary in accordance with section 127 of Act. Please indicate the office held by signing in the appropriate place.

Corporate representative: If a representative of a corporate security holder or proxy is to attend the meeting, the appropriate *Certificate of appointment of Corporate Representative* must be produced before the meeting. A form of the certificate may be obtained by telephoning the Company.

Step 4: Lodging your Proxy Form

This Proxy Form must be received by the Company at least 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be effective for the meeting. You can return this Proxy Form (and any Power of Attorney under which it is signed):

- **by post** to CWH Resources Ltd, c/-Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000;
- **by facsimile** to (+61 2) 9261 5918; or
- **by hand delivery** to CWH Resources Ltd, c/- Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000.



CWH Resources Ltd
A.C.N. 009 230 111

CWH RESOURCES LTD

ACN 009 230 111

NOTICE OF 2015 ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 11am (AEDT)
DATE: 19 October 2017
PLACE: Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000.

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) 438 184 784.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The 2015 Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11am (AEDT) on 19 October 2017 at the offices of:

Eakin McCaffery Cox
Level 28
1 Market Street, Sydney 2000.

YOUR VOTE IS IMPORTANT

The business of the 2015 Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the 2015 Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

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

- (1) deliver the proxy form:
 - (a) by hand to CWH Resources Ltd, c/- Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000; or
 - (b) by post to CWH Resources Ltd, Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000; or
- (2) by facsimile to (+61 2) 9261 5918,

so that it is received no later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

NOTICE OF 2015 ANNUAL GENERAL MEETING

Notice is hereby given that the 2015 Annual General Meeting (**Annual General Meeting**) of Shareholders of CWH Resources Limited (**Company** or **CWH**) will be held at 11am (AEDT) on 19 October 2017, at the offices of Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms 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 7:00pm (AEDT) on 17 October 2017. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Part A: Financial Statements and Reports

ORDINARY BUSINESS

Financial Statements and Reports

“To receive and to consider the Annual Financial Reports of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is for discussion only and is not a resolution.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

1. RESOLUTION 1 – ADOPTION OF 2015 REMUNERATION REPORT

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

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2015.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 by:

- (a) Directors of the Company and key management personnel (**KMP**); and
- (b) an associate of those persons.

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the person chairing the meeting (**Chair**) 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.

Part B: Ordinary Business

1. RESOLUTION 2 – RE-ELECTION OF MR JACK LUO

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

“That Mr Jack Luo a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, is re-elected as a Director of the Company”.

2. RESOLUTION 3- THE REMOVAL OF THE CURRENT COMPANY’S AUDITORS, HLM MANN JUDD

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

“That HLB Mann Judd of Sydney be removed as the Company’s auditors”

Part C: Special Business

1. RESOLUTION 4 - THE APPOINTMENT OF PKF (NS) AUDIT AND ASSURANCE LIMITED PARTNERSHIP OF SYDNEY AS THE COMPANY’S AUDITORS

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

“That PKF (NS) Audit and Assurance Limited Partnership of Sydney be appointed as the Company’s auditors”

Dated **15 September 2017**

By order of the Board

Jack Luo
Director
CWH Resources Ltd

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2015 Annual General Meetings to be held at 11am (AEDT) on 19 October 2017 at the offices of Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000.

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.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional adviser.

Full details of the business to be considered at the Annual General Meeting are set out below.

Part A: Financial Statements and Reports

Financial Statements and Reports

In accordance with the Constitution, the business of the 2015 Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2015 (**2015 Annual Financial Report**) together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report for that financial year.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's 2015 Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's 2015 Annual Financial Report unless specifically requested to do so, Shareholders may view the Company's Annual Financial Reports on the Company's ASX website.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

RESOLUTION 1 – ADOPTION OF 2014 REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2015 Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Company's 2015 Annual Financial Report and is also available on the Company's ASX website.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the 2015 Annual General Meeting, and then again at the 2016 Annual General Meeting, the Company will be required to put a resolution to the 2016 Annual General Meeting to approve the calling of an Extraordinary General Meeting (**spill resolution**). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an Annual General Meeting (**spill meeting**) within 90

days of the 2016 Annual General Meeting. All of the Directors who were in office when the 2016 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other KMPs must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Director's Recommendation

The Directors recommend Shareholders vote in favour of Resolution 1.

Part B: Ordinary Business

1. RESOLUTION 2 – RE-ELECTION OF MR JACK LUO

The Company's Constitution requires that if the Company has 3 or more Directors, a third (or the number of Directors nearest to one third) of those Directors must retire at each Annual General Meeting, provided always that no Directors (except a Managing Director) shall hold office for a period in excess of 3 years or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under clause 79 of the Company's Constitution is eligible for re-election. Under this Resolution 2, Jack Luo retired by rotation and seeks re-election.

Background details for Mr Jack Luo are set out below:

Mr Luo was appointed a Director of the Company on 4 August 2015

Mr Jack Luo

Mr Luo was born in China and is a resident of Australia. He completed a Bachelor degree in Accounting and Finance at Melbourne University. Mr Luo is based in Sydney and is currently the Manager of Investor relations at Moshav Financial, a Sydney based private lender and property developer. Mr Luo is the son of the Chairman Mr Bao Cheng Luo. Mr Luo is bilingual and will assist the Australian head office communicate with the Chinese operations. His commercial background and qualifications in accounting and finance will assist him in this role.

Directors' recommendation

The Directors (excluding Mr Jack Luo) recommend that shareholders vote for Resolution 2.

2. RESOLUTION 3 - THE REMOVAL OF THE CURRENT COMPANY'S AUDITORS, HLB MANN JUDD

Under section 329(1) of the Corporations Act an auditor may be removed from office by resolution of the company at a general meeting so long as notice of intention to move such a resolution has been given to the company at least 2 months before the meeting is to be held as per section 329(1A) of the Corporations, Act ("**Notice**"). However, if a company calls a meeting after the Notice is given the meeting may pass a resolution even though the meeting is held less than 2 months after to Notice was given.

On 12 September 2017 the Company received a Notice pursuant to section 329(1A) of the Corporations Act requesting that a general meeting be convened to consider and, if thought fit, pass a resolution that HLB Mann Judd be removed as auditor of the Company. A copy of this Notice was given by the Company to HLB Mann Judd and ASIC on 13 September 2017 in which the Company advised of its intention to propose a resolution for the removal of HLB Mann Judd as the Company's auditors.

Under section 329(3) HLB Mann Judd have 7 days of receiving such Notice to make written representations to the Company in respect of the Notice and request that such representations be sent to all Shareholders prior to the Meeting at which the resolution is to be considered.

The Board does not consider HLB Mann Judd that is equipped to deal with the Company's future plans and recommends their removal as auditors of the Company.

Directors' recommendation

The Directors recommend that Shareholders vote for Resolution 3.

Part C: Special Business

1. RESOLUTION 4 APPOINTMENT OF PKF (NS) AUDIT AND ASSURANCE LIMITED PARTNERSHIP OF SYDNEY AS AUDITORS OF THE COMPANY

Sections 327D(1) and (2) of the Act provide that where an auditor is removed from office at a general meeting in accordance with section 329, the company may at that meeting (without adjournment) by Special Resolution immediately appoint an individual, firm or company as auditor of the company if a copy of the notice of nomination has been sent to the individual, firm or company so nominated, to each auditor of the company and to each person entitled to receive notice of general meeting, including an AGM, pursuant to section 328B(3) of the Act. Such notice must be sent not less than 7 days before the meeting or at the time notice of the meeting was sent.

A nomination notice, under section 328B(1) of the Act, was received by the Company on 12 September 2017 and was sent to PKF (NS) Audit And Assurance Limited Partnership of Sydney ("**PKF**") on the same day and sent to HLB Mann Judd on 13 September 2017. A copy of this nomination notice is contained in Annexure A to this Notice.

On 12 September 2017, PKF provided their consent to act as auditors of the Company in accordance with section 328A of the Act, which is subject to approval by the Shareholders. A copy of this consent is contained in Annexure B to this Notice. As at the date of this Notice they have not withdrawn their consent. Under section 328A(1)(b) of the Act, an appointment of an auditor cannot be made if they have withdrawn their consent by the appointment date.

The Board recommends that PKF be appointed immediately as the Company's auditors. PKF is a well respected accounting firm with multiple internal departments of which can be utilised by the Company if need be. They are experienced within the audit field and can also offer further assistances to benefit the Company. Most important is the fact that PKF has offices in Chongqing, China where the Company's business and assets are located. This will facilitate more effective and timely financial reporting.

Directors' recommendation

The Directors recommend that Shareholders vote for Resolution 4.

ENQUIRIES

Shareholders are asked to contact the Company Secretary, on (+61) 438 184 784 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX.

Board means the board of Directors, as constituted from time to time.

Company or **CWH** means CWH Resources Limited (ACN 009 230 111).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company from time to time.

Dollar or **\$** means the lawful currency of Australia.

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Key Management Personnel is defined by AASB 124 Related Party disclosures as all Directors and 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) of the Company.

Notice of Meeting or **Notice of 2015 Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Official List means the Official List of the ASX.

Remuneration Report means the remuneration report set out in the Director's report in section of the Company's annual financial report for the year ended 30 June 2015.

Related Body Corporate has the meaning given to this term in sections 9 and 50 of the Corporations Act.

Related Party has the meaning in section 228 of the Corporations Act.

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.

Special Resolution is a resolution that has to be passed by more than 75% of the votes lodged for that resolution.

ANNEXURE A
NOMINATION NOTICE

Nomination Notice

I, **BAOCHENG LUO** being a shareholder of the Company, hereby nominate PKF (NS) Audit and Assurance Limited Partnership for appointment as Auditor of the Company as required by Section 328B(3) of the Corporations Act, 2001.



Signed by **BAOCHENG LUO**

Dated 12 September 2017

ANNEXURE B
PKF CONSENT



MM:KH

12 September 2017

PRIVATE & CONFIDENTIAL

Mr Raymond Taylor
CWH Resources Limited
c/o Eakin McCaffery Cox, Level 28, 1 Market St
SYDNEY NSW 2000

Dear Sir

In accordance with subsection 327(7) of the Corporations Act 2001, PKF (NS) Audit and Assurance Limited Partnership hereby consents to act as auditors of the Company, subject to shareholders resolving to remove HLB Mann Judd of Sydney from the office of auditor, and approval by the shareholders of the Company.

Yours sincerely

PKF(NS)
Chartered Accountants

A handwritten signature in black ink, which appears to read 'Matthews', is positioned below the typed name.

MARTIN MATTHEWS
Partner

PKF(NS) Audit & Assurance Limited
Partnership
ABN 91 850 861 839

Liability limited by a scheme
approved under Professional
Standards Legislation

Sydney
Level 8, 1 O'Connell Street
Sydney NSW 2000 Australia
GPO Box 5446 Sydney NSW 2001
p +61 2 8346 6000
f +61 2 8346 6099

Newcastle
755 Hunter Street
Newcastle West NSW 2302 Australia
PO Box 2368 Dangar NSW 2309
p +61 2 4962 2688
f +61 2 4962 3245

PKF(NS) Audit & Assurance Limited Partnership is a member firm of the PKF International Limited family of legally independent firms and does not accept any responsibility or liability for the actions or inactions of any individual member or correspondent firm or firms.

For office locations visit www.pkf.com.au

CWH Resources Limited

ACN 009 230 111

Proxy Form for 2015 Annual General Meeting

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

Full name of security holder(s):.....

Address:.....

I/We being a member/s of CWH Resources Limited (ACN 009 230 111) ("**Company**") and entitled to attend and vote at the meeting of the Company to be held at 11am (AEDT) on 18 October 2017 appoint:

the Chairman of the meeting.

OR

(mark box)

(mark box)

.....
(Full name of proxy or the office of the proxy)

or if the person or body corporate named above fails to attend the Extraordinary General Meeting, or if no person/body corporate is named, the Chairman of the Extraordinary General Meeting as my/our proxy to attend that meeting and vote on my/our behalf at that Extraordinary General Meeting and any adjournment or postponement of that Extraordinary General Meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If two proxies are appointed, the proportion of voting rights this proxy represent is%.

STEP 2: VOTING DIRECTIONS ON ALL RESOLUTIONS

You may direct your proxy (which may be the Chairman, if so appointed) on how to vote on Resolutions 1 and 2 (inclusive) by marking one of the boxes with an "X" for each Resolution. If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that particular Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

The Chairman of this Extraordinary General Meeting intends to vote undirected proxies IN FAVOUR ("FOR") of all Resolutions.

I/We direct that my proxy vote in the following manner (please mark relevant boxes with (X) to indicate your directions):

Resolution - Ordinary Business		For	Against	Abstain*
1	Adoption of 2015 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Director – Mr Jack Luo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Removal of HLB Mann Judd as existing Auditor			

Resolution - Special Business		For	Against	Abstain*
4	Appointment of PKF as new Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* Please note if you mark **abstain**, you are directing your proxy not to vote on that Resolution.

STEP 3: SIGNATURE OF SECURITYHOLDER(S)

	Individual or Securityholder 1	Securityholder 2	Securityholder 3

	Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Date:	/ /	/ /	/ /

In addition to signing this Proxy Form, please provide the following information in case we need to contact you:

Contact name	Contact daytime telephone
--------------	-------	---------------------------	-------

STEP 4: LODGING YOUR PROXY FORM

You must lodge your Proxy Form at least 48 hours before the commencement of the Meeting.

Please read carefully and follow the instructions overleaf

How to complete this Proxy Form

For your proxy vote to be effective, your completed Proxy Form must be received at least 48 hours before the commencement of the Meeting.

Step 1: Appointing a proxy

If you are entitled to attend and vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf. A proxy can be an individual or a body corporate and need not be a securityholder. You may select the Chairman of the meeting as your proxy.

Appointing a second proxy: You can appoint up to two proxies. If you appoint two proxies, you must specify the proportion or number of votes each proxy may exercise. If no percentage is specified, each proxy may exercise half of your votes. Fractions of votes will be disregarded. A separate Proxy Form must be used for each proxy.

Default to the Chairman of the meeting: Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote those proxies as directed.

Additional Proxy Forms: You can obtain additional Proxy Forms by telephoning the Company or you may copy this Form. Please lodge both Proxy Forms together.

Step 2: Voting directions

You may direct your proxy how to vote by placing a mark (✱) in one of the boxes opposite each item of business. All your securities will be voted in accordance with your directions. If you mark the "Abstain" box for an item, you are directing your proxy not to vote on that item. If you mark more than one box for an item, your vote on that item will be invalid.

Voting a portion of your holding: You may indicate that only a portion of your voting rights are to be voted on any item by inserting a percentage or the number of securities you wish to vote in the appropriate box or boxes. The total of votes cast, or the percentage for or against, an item must not exceed your voting entitlement or 100%.

No directions: If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses.

Step 3: Signing instructions

Individual: The Proxy Form must be signed by the security holder personally or by Power of Attorney (see below).

Joint holding: The Proxy Form must be signed by each of the joint security holders personally or by Power of Attorney (see below).

Power of Attorney: To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Company. If you have not previously lodged that document, please attach a certified copy of the Power of Attorney to this Proxy Form when you return it.

Companies: For a corporate security holder, if the company has a sole director who is also the sole company secretary, that person must sign this Proxy Form. If the company does not have a company secretary (under section 204A of the Corporations Act 2001 ("Act")), its sole director must sign this Proxy Form. Otherwise, a director must sign jointly with either another director or a company secretary in accordance with section 127 of Act. Please indicate the office held by signing in the appropriate place.

Corporate representative: If a representative of a corporate security holder or proxy is to attend the meeting, the appropriate *Certificate of appointment of Corporate Representative* must be produced before the meeting. A form of the certificate may be obtained by telephoning the Company.

Step 4: Lodging your Proxy Form

This Proxy Form must be received by the Company at least 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be effective for the meeting. You can return this Proxy Form (and any Power of Attorney under which it is signed):

- **by post** to CWH Resources Ltd c/-Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000,
- **by facsimile** to (+61 2) 92615918; or
- **by hand delivery** to CWH Resources Ltd, c/- Eakin McCaffery Cox of Level 28, 1 Market Street, Sydney 2000