

# CWH RESOURCES LTD

ACN 009 230 111

CWH 资源有限公司

(“Company”) ( “公司” )

**THIS IS AN IMPORTANT DOCUMENT**

**重要文件**

**AND REQUIRES YOUR ATTENTION**

**请您关注**

If you are in any doubt as to how to deal with it  
please consult your financial or other professional adviser.

如有疑问请咨询您的财务顾问或其他专业顾问

## NOTICE OF 2016 ANNUAL GENERAL MEETING

### 特别股东大会通知

**The general meeting will be held:**

大会在以下时间、地点举行

- at Hilton Hotel, 488 George Street, Sydney NSW 2000
- on 07 Sept 2018 at 10:30am (Sydney Time) 北京时间 2018 年 9 月 7 日上午 8 点 30 分

**You can vote by:**

您可以通过 ([方式进行投票:

- attending and voting at the meeting; or  
参加会议并在会议现场投票; 或
- appointing someone as your proxy to attend and vote at the meeting on your behalf, by completing and returning the proxy form to the Company in the manner set out in section 4(a) of this notice of meeting. The proxy form (and any power of attorney under which it is signed) must be received by the Company no later than 10:30am (Sydney Time) on 07 Sept 2018. Any proxy form received after that time will not be valid for the meeting.

指定某人为代理人代理您参会并投票, 需根据本次会议通知第 4 (a) 中规定填写指定代理人表格并将其递交给鸿发公司。指定代理人表格 (以及任何据以签字的授权委托书) 递交给鸿发公司的时间不得晚于北京时间 2018 年 9 月 7 日上午 8 点 30 分, 晚于该时间递交的指定代理人表格无效。

**CWH RESOURCES LTD**  
CWH 资源有限公司  
ACN 009 230 111

**NOTICE OF 2016 ANNUAL GENERAL MEETING**  
**特别股东大会通知**

The 2016 annual general meeting (**Meeting**) of the Shareholders of CWH Resources Ltd (**Company**) will be held:  
本 2016 股东的特别股东大会（大会）将在以下时间、地点举行：

- On 07 Sept 2018
- 2018 年 9 月 7 日
  
- At 10:30am (Sydney Time)
- 北京时间上午 8 点 30 分
  
- At Hilton Hotel, 488 George Street, Sydney NSW 2000
- 悉尼希尔顿大酒店, 488 佐治大街, 悉尼市, 新南威尔斯州, 邮政编号 2000

Terms and abbreviations used in this Notice and Explanatory Statement are defined in Part C "Definitions" of the Explanatory Statement.

本通知内的条款及简称请参阅解释说明的第 C 部分“定义”。

**1. BUSINESS 事项**

**PART A: Financial Statement and Reports**  
**财务报表**

*"To receive and to consider the annual financial report of the Company for the financial year ended 30 June 2016, together with the declaration of the Directors, the Director's report, the remuneration report and the auditor's report (together the 2016 Annual Financial Report)."*

接受及考虑该公司 2016 年 6 月 30 日年终财政年度的年报, 连同董事的声明、董事报告、薪酬报告及核数师报告 (共 2016 年财务报告)。

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, the 2016 Annual Financial Report.

注: 本项目的一般业务, 如果只供讨论, 不是决议。不过, 根据《公司法》, 股东会在会上获得合理的机会, 就 2016 年度财务报告提出问题, 或提出意见。

**PART B: Resolutions**  
**决议**

**Resolution 1 – Re-election of Wei Guo Wang**  
**议题 1 - Wei Guo Wang 寻求连任**

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:  
考虑, 并如果合适, 通过以下决议使其成为普通决议:

*"That Mr Wei Guo Wang, a Director who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."*  
根据公司章程而退休的董事 Wei Guo Wang, 如有资格为连任出选, 他将重新当选为该公司的董事,"。

**Resolution 2 – Re-election of Jun William Sui**  
**议题 2 - Jun William Sui 寻求连任**

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:  
考虑, 并如果合适, 通过以下决议使其成为普通决议:

*"That Mr Jun William Sui, a Director who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."*  
根据公司章程而退休的董事 Jun William Sui, 如有资格为连任出选, 他将重新当选为该公司的董事,"。

**Resolution 3 – Re-election of Bao Cheng Luo**  
**议题 3 - Bao Cheng Luo 寻求连任**

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

考虑，并如果合适，通过以下决议使其成为普通决议：

*"That Mr Bao Cheng Luo, a Director who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."*  
根据公司章程而退休的董事 Bao Cheng Luo，如有资格为连任出选，他将重新当选为该公司的董事。"

Please refer to the attached Explanatory Statement for further information on the proposed Resolutions.  
请参阅随附解释说明以获得更多关于以上议题的信息

## 2. HOW TO VOTE 如何投票

Shareholders entitled to vote at the Meeting may vote by attending the Meeting in person, by attorney or proxy or, in the case of corporate Shareholders, by a corporate representative.

股东有权通过直接参加会议、委任律师或代理人、如果是公司股东，可以通过法人代表的方式在大会上投票。

## 3. VOTING IN PERSON OR BY ATTORNEY 直接投票或通过律师投票

Shareholders or their attorneys wishing to vote in person should attend the Meeting. Persons are asked to arrive at least 30 minutes prior to the time the Meeting is to commence, so that their shareholding may be checked against the register and their attendance recorded. Shareholders intending to attend the Meeting by attorney must ensure that they have, no later than 48 hours prior to the time the Meeting is to commence, provided the original or a certified copy of the power of attorney to the Company, in the same manner prescribed below for the giving of proxy forms to the Company.

意愿直接投票的股东或他们的律师应直接参会。且不迟于大会开始前 30 分钟入场，以便验证股东注册信息及参会记录。股东欲指定律师参会的必须确保不迟于大会开始前 48 小时将委托书原件或有效复印件以与指定代理人表格递交相同的方式递交给公司。

## 4. VOTING BY PROXY 通过代理人投票

(a) Shareholders wishing to vote by proxy must complete, sign and deliver the enclosed personalised proxy form or forms, in accordance with the instructions on the form, prior to 10:30am (Sydney Time) on 07 Sept 2018 by:

股东欲通过代理人投票的，必须填写、签署并递交指定代理人表格，并按表格上的说明不晚于北京时间 2018 年 9 月 7 日上午 10 点 30 分递交到：

- Post to 邮寄地址: UNIT 803, 31 MARKET STREET, SYDNEY NSW 2000;
- Hand delivery to 直接现场递交: UNIT 803, 31 MARKET STREET, SYDNEY NSW 2000; or
- Fax to 传真: 02 8080 8116

(b) A Shareholder who is entitled to vote at the Meeting may appoint:

有权投票的股东可以指定：

(1) one proxy if the Shareholder is only entitled to one vote; or  
一个代理人如该股东仅有一项投票权；或

(2) one or two proxies if the Shareholder is entitled to more than one vote.  
一个或两个代理人如该股东有不止一项投票权)

(c) If a Shareholder appoints one proxy, that proxy may vote on a show of hands. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.

如股东指定了一个代理人，则代理人可以举手表决。如股东指定了两名代理人，则两名代理人均不可进行举手表决。

(d) Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not do so, each proxy may exercise one-half of the votes, and any fraction of votes will be disregarded.

股东指定了两名代理人的情况下，则可对每个代理人的投票权数量进行划分。如未进行划分，则代理人可平分投票权数量，票数为整数才会有效。

(e) A proxy need not be a Shareholder of the Company. In the case of joint holders, all should sign the proxy form. In the case of corporations, proxies must be executed in accordance with the *Corporations Act 2001* (Cth).

代理人不需为公司的股东。联合持股的情况下，所有人都应签署指定代理人表格。公司股东持股的情况下，代理人的指派需符合 2001 年公司法的規定。

(f) To be valid, a proxy form signed under a power of attorney must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.

依据委托书来签署的指定代理人表格必须随附签字的委托书或其有效复印件才可以生效。

(g) If the abstention box on the proxy form for the item of business is marked, the proxy will be directed not to vote on a show of hands or on a poll and the relevant shares will not be counted in calculating the required majority on a poll. If no box is

marked, the proxy will not be directed as to how to vote and may vote as he or she thinks fit.

如指定代理人表格的弃权选项被勾选，则该代理人将不可进行举手表决或投票，且相应的股份不会计入多数票之内。如无任何选项被勾选，则代理人可按其个人意愿进行投票。

- (h) If the proxy form is signed by the Shareholder but does not name the proxy or proxies in whose favour it is given, or the proxy does not attend the Meeting, the chairperson of the Meeting will act as proxy.  
如指定代理人表格被股东签字但未填写代理人名字，或代理人未出席会议，则主席将作为其代理人。
- (i) If you require an additional proxy form, the Company will supply it on request to the undersigned.  
如您需要额外一张指定代理人表格，则公司会按照要求提供。

#### **5. HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES 未指定代理人时会议主席如何投票**

The chairperson of the Meeting will vote undirected proxies on, and in favour of the proposed Resolutions.  
会议主席将代表所有未指定代理人的股东对提出的议题投赞成票。

Please note that if you appoint the chairperson of the Meeting as your proxy, you can direct the chairperson to vote for or against or abstain from voting.

请注意，如指定会议主席为您的代理，您可指示主席投赞同或反对票或弃权票。

#### **6. VOTING BY CORPORATE REPRESENTATIVE 公司代理人的投票**

Corporate Shareholders wishing to vote by corporate representative should:  
法人股东欲通过法人代表投票的应：

- (a) obtain an appointment of corporate representative form from the Registry;  
从登记处获得法人代表委任表格；
- (b) complete and sign the form in accordance with the instructions on it; and  
按照表格的指示完成并签署该表格；并
- (c) bring the completed and signed form with them to the Meeting.  
将填写完毕并签好字的表格随身携带参会。

**DATED 2 August 2018**

日期 2018 年 8 月 2 日

By order of the Board.  
经董事会批准

**Dustin Du**  
**Company Secretary**  
公司秘书

**CWH RESOURCES LTD**  
*ACN 009 230 111*

**EXPLANATORY STATEMENT**  
**解释说明**

The purpose of this Explanatory Statement is to provide Shareholders with an explanation of the business of the Meeting and the Resolutions proposed to be considered at the Meeting of CWH Resources Ltd (**Company**) on 07 Sept 2018, and to assist Shareholders in determining how they wish to vote on those Resolutions. This Explanatory Statement should be read in conjunction with the Notice and forms part of the Notice.

解释说明的内容包括了 2018 年 9 月 7 日上各项事务的解释以及大会上提出的议题的解释，帮助股东更好的就议题进行投票。此解释说明应与大会通知及其附带表格一同阅读。

**PART A: Financial Statement and Reports**

财务报表和董事报告

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the 2016 Annual Financial Report. Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, the Annual Financial Report.

根据《公司法》，会议的业务将包括收到和审议 2016 年度财务报告。股东会在会议上获得合理的机会，就年度财务报告提出问题，或提出意见。

The Company is not required to provide a hard copy of the 2016 Annual Financial Report to Shareholders unless specifically requested to do so, however Shareholders may view the Company's Annual Financial Report and Auditor's Report on the Company's website.

除非具体要求，公司不要求向股东提供 2016 年度财务报告的硬拷贝，但股东可在公司网站上查看公司的年度财务报告和审计报告。

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.

本项目不需要任何决议，但股东将有机会提出问题，并就公司的管理和业绩发表意见。

**PART B: Resolutions**

决议

**RESOLUTION 1 – Re-election of Wei Guo Wang 议题 1 – Wei Guo Wang 寻求连任**

Rule 79 of the Company's constitution requires that if the Company has three or more Directors, a third (or the number of Directors nearest to but not exceeding a 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 past the third Annual General Meeting following his or her appointment, without submitting himself or herself for re-election.

公司章程 79 条规定，如果公司有三或更多董事，则这些董事的第三名（或最接近但不超过第三名的董事人数）必须在每次年度大会上退休，但总没有董事（除常务董事外）须在其委任后的第三次周年大会期间担任公职，而无须自行提交连任。

A Director who retires by rotation under rule 79 of the Company's constitution is eligible for re-election. Under this Resolution 1, Mr Wang retires by rotation and seeks re-election.

根据公司章程 79 条轮换退休的董事，有资格连任。根据 2 号决议，他以轮换的方法退休，并寻求连任。

Appointed to the Board on 3 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 masters degree in economics.

王先生于 2009 年 2 月 3 日获委任加入董事会，自 2005 年起出任证券市场顾问。王先生于 1992 年参与成立中国证券股份有限公司，并担任副总裁兼监事会主席。王先生还在中国人民银行和工商银行担任过各种的管理职务。王先生毕业于厦门大学，获得经济学硕士学位。

The Directors (excluding Mr Wang) recommend that Shareholders vote for Resolution 1.

董事（不包括王先生）建议股东投票支持 1 号决议。

**RESOLUTION 2 – Re-election of Jun William Sui 议题 2 – Jun William Sui 寻求连任**

Mr Sui was appointed as a Director on 28 November 2017. Rule 81 of the Company's constitution allows additional Directors to be appointed at any time. Directors appointed under this rule will hold office until the next general meeting of the Company, when the Director may be re-elected. Mr Sui seeks re-election under Rule 81. Under this Resolution 2, Mr Sui seeks re-election. 隋先生于 2017 年 11 月 28 日获委任为董事。公司章程细则第 81 条允许于任何时间委任额外董事。根据本条任命的董事任期至本公司下次股东大会为止，届时董事可以连任。隋先生根据规则 81 寻求重选。根据该决议 2，隋先生寻求连任。

Mr. Sui, Jun William was appointed on 28 November 2017. He is currently the manager of CWH Resources Ltd; he also worked as a manager of China West International Holding Ltd, the predecessor of CWH Resources Ltd from 2004 to 2009. During 2010 to 2015, Mr. Sui worked as a vice-General manager for New Film (Beijing) Investment Co.Ltd, which is a subsidiary company of China Central Television. Mr. Sui holds a Bachelor of Engineering, graduated certificate of Law and Master of Information system. He was appointed as a Justice of Peace in NSW in 2002.

隋军先生于 2017 年 11 月 28 日获委任。他现为 CWH Resources Ltd 的经理; 2004 年至 2009 年, 他还担任 CWH Resources Ltd 的前身 - 中国西部国际控股有限公司的经理。2010 年至 2015 年, 隋先生担任新电影(北京)投资有限公司的副总经理, 这是中央电视台的子公司。隋先生拥有工程学士学位, 法律毕业证书和信息系统硕士学位。他于 2002 年被任命为新南威尔士州的太平绅士。

The Directors (excluding Mr Sui) recommend that Shareholders vote for Resolution 2.  
董事 (不包括隋先生) 建议股东投票支持 2 号决议。

### **RESOLUTION 3 – Re-election of Bao Cheng Luo 议题 3 – Bao Cheng Luo 寻求连任**

Mr Luo was appointed as a Director on 28 November 2017. Rule 81 of the Company's constitution allows additional Directors to be appointed at any time. Directors appointed under this rule will hold office until the next general meeting of the Company, when the Director may be re-elected. Mr Luo seeks re-election under Rule 81. Under this Resolution 3, Mr Luo seeks re-election.

骆先生于 2017 年 11 月 28 日获委任为董事。公司章程细则第 81 条允许于任何时间委任额外董事。根据本条任命的董事任期至本公司下次股东大会为止, 届时董事可以连任。骆先生根据规则 81 寻求重选。根据该决议 2, 骆先生寻求连任。

Appointed to the Board on 15 August 2003. Mr Luo was responsible for introducing new management techniques to CHBM and is currently undertaking a major restructure of CHBM's operations. Mr Luo has over 15 years of experience in management, having held managerial posts in various organisations. These include Chong Xing Mortgage Co., Ltd (between 1992 and 1994), Shanghai Stock Exchange, Chengdu Branch (between 1994 and 1998) and Chengdu Weian Investment Co., Ltd (between 1998 and 1999). Mr Luo was the President of Shenzhen Sunfield S&T Investment Holding Co., Ltd between 1999 and 2000. Currently, he is the President of Shenzhen Webmoney Investment Co., Ltd, a post he has held since 2001, and he is also the President of Chendu Xuyang Investment Consulting Co. Ltd, a position he has held since 1998. Mr Luo holds a postgraduate degree in Economics from Sichuan University.

骆先生负责向 CHBM 引入新的管理技术, 目前正在对 CHBM 的业务进行重大调整。骆先生拥有超过 15 年的管理经验, 曾在多个组织担任过管理职位。其中包括崇兴抵押有限公司(1992 年至 1994 年), 上海证券交易所, 成都分行(1994 年至 1998 年)和成都威安投资有限公司(1998 年至 1999 年)。骆先生于 1999 年至 2000 年担任深圳市阳光科技投资控股有限公司总裁。目前, 他是深圳市 Webmoney 投资有限公司总裁, 自 2001 年以来一直担任该职位, 他也是成都旭阳投资咨询有限公司, 自 1998 年以来一直担任该职位。骆先生拥有四川大学经济学研究生学位。

The Directors (excluding Mr Luo) recommend that Shareholders vote for Resolution 3.  
董事 (不包括骆先生) 建议股东投票支持 3 号决议。

### **PART C: Definitions 定义**

In this Notice and the Explanatory Statement:  
在此通知及解释说明内:

**Board** means the board of Directors.  
董事会意思是公司董事会

**Company** means CWH Resources Ltd ACN 009 230 111.  
公司意思是 CWH 资源有限公司 ACN 009 230 111

**Corporations Act** means the *Corporations Act 2001* (Cth).  
公司法意思是公司法 2001

**Director** means a director of the Company.  
董事意思是公司的一个董事

**Explanatory Statement** means the Explanatory Statement attached to the Notice.  
解释说明意思是该通知的解释说明附件

**Meeting** has the meaning in the introductory paragraph of the Notice.  
会议意同本通知索引里的介绍章节。

**Notice** means this notice of Meeting.

通知意思是本会议通知

**Resolution** means a resolution proposed to be considered and, if thought fit, to be passed at the Meeting.

议题意思是会议上提出并投票通过的（如可通过）议题。

**Section** means a section of the Explanatory Statement.

章节指解释说明中的一个章节

**Shareholder** means a shareholder of the Company.

股东意思是公司的股东

**2016 Annual Financial Report** means the annual financial report of the Company for the financial year ended 30 June 2016, together with the declaration of the Directors, the Director's report, the remuneration report and the auditor's report.

2016 年度财务报告指公司 2016 年 6 月 30 日终了财政年度的年度财务报告, 连同董事的申报、董事报告、薪酬报告及核数师报告。

In this Notice and the Explanatory Statement words importing the singular include the plural and vice versa.

在本通知及解释说明中表示单数的词语包括复数反之亦然。

#### **PART D: Queries** 咨询

If you have any queries about the meeting, the Resolution to be put to the meeting or the proposals being considered, please contact:

如您有任何关于会议、提出的议题或提议的疑问, 请联系

Company Secretary 公司秘书

Dustin Du

Telephone 电话: 02 9261 4988

Facsimile 传真: 02 8080 8116

E-mail 电邮: office@cwh-resources.com.au