

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 2018 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 (Level 1)
- on 25 June 2019 at 10:30am (Sydney Time) 北京时间 2019 年 6 月 25 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 25 June 2019. 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 CWH 资源有限公司的时间不得晚于悉尼时间 2019 年 6 月 25 日上午 10 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 2018 ANNUAL GENERAL MEETING

特别股东大会通知

The 2018 annual general meeting (**Meeting**) of the Shareholders of CWH Resources Ltd (**Company**) will be held:
本 2018 年度股东的特别股东大会（大会）将在以下时间、地点举行：

- On 25 June 2019
- 2019 年 6 月 25 日
- At 10:30am (Sydney Time)
- 悉尼时间上午 10 点 30 分
- At Level 1, Hilton Hotel, 488 George Street, Sydney NSW 2000
- 悉尼希尔顿大酒店 Level 1, 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 section 3 “DEFINITIONS” of the Explanatory Statement.

本通知内的条款及简称请参阅解释说明的第 3 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 2018, together with the declaration of the Directors, the Director's report, the remuneration report and the auditor's report (together the 2018 Annual Financial Report)."

接受及考虑该公司 2018 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 2018 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 2018 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 2018 年度财务报告提出问题, 或提出意见。

PART B: Resolutions

决议

Resolution 1 – Share Buy-Back

议题 1-股票回购

To consider and, if thought fit, to pass the following Resolution as a special resolution:

考虑, 并如果合适, 通过以下决议使其成为特别决议:

"That, for the purposes of section 257D(1)(a) of the Corporations Act and for all other purposes, approval be given for the Company to conduct a selective share buy-back of up to Shares from the Buy-Back Shareholders as determined by the AGM on the terms set out in the Explanatory Statement."

为了符合公司法 257D(1)(a) 以及其他所有目的, 并取决于议题 1 被批准通过, 依照解释说明中规定的条款, 批准公司向回购股东实施选择性回购股票措施, 回购由大会决定的回购股东的股票。

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by the Buy-Back Shareholders and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Meeting 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.

投票限制: 公司将忽视回购股东及其关联方的赞成这个决议的投票。然而, 公司不需要忽视代表有权利投票股东的、按照代理人表格指引投票的代理人投票或者代表有权利投票股东的、依照代理人表格指定会议主席进行投票的代理人投票。

Resolution 2 – Re-election of Mr Jack Luo

Jack Luo 寻求连任

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

考虑, 如果认为合适, 将下列决议作为普通决议通过

“That Mr Jack 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 Jack Luo, 如有资格为连任出选, 他将重新当选为该公司的董事。”

Resolution 3- The Removal of The Current Company’s Auditors, HLB Mann Judd

更换现在的审计公司, HLB Mann Judd

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

考虑, 如果认为合适, 将下列决议作为普通决议通过

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

HLB(悉尼公司)将不再担任公司的审计服务。

PART C: Current Operational Status of The Company

目前公司运营和进行的项目

It is planned to add one or two new directors from Hong Kong to prepare for the upcoming Hong Kong listing.

计划增设 1~2 名新的香港董事, 为正在进行的香港上市做准备。

At present, Guizhou CBM Development, Chongqing Hanxing Mine Integration, M100 Fuel Oil and other projects are progressing well.

目前贵州煤层气开发, 重庆翰翔山一体化, M100 燃油油及其他项目的进展顺利。

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 25 June 2019 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悉尼时间 2019 年 6 月 25 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
- Email 电子邮件: office@cwh-resources.com.au

(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 年公司法的规定。
- (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 23 May 2019

日期 2019 年 5 月 23 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 25 June 2019, 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 2019 年 6 月 25 日上午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 2018 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 2018 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 2018 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 2018 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 –Share Buy-back 议题 1-股票回购

1.1 Summary 摘要

The Company proposes to make a share buy back available to the Buy-Back Shareholders. The Buy-Back Shareholders are those Shareholders that held Shares on the Record Date of 30 June 2018. These Shareholders are set out at Schedule 1. The Company proposes to buy back all of the Buy-Back Shares held by the Buy-back Shareholders (being number of Shares determined by the AGM) at \$0.135 per Buy-Back Share. Completion of the Share Buy-Back is conditional on Shareholders approving this Resolution 1.

公司提出向回购股东实施场下股票回购。回购股东是指 2018 年 6 月 30 日登记日持有股票的股东，名单请见表 1。公司提出以每股 \$0.135 的价格收购回购股东持有的股票（即由大会决定的股份）。股票回购的完成建立在股东批准议题 1 并且退市条件达成的基础上。

Participation in the Share Buy-Back is **voluntary**. That is, if the Buy-Back Shareholder does not wish to have their Shares bought back, then they do not need to accept the offer.

股票回购的参与是自愿性的。即如果回购股东不希望其持有的股票被回购，则他们不需要接受回购要约。

Documentation to accept the Buy-Back will, subject to Resolution 1 being passed, will be dispatched to the Buy-Back Shareholders on or about 25 June 2019.

如议题 1 被通过，则接受回购的相关文件将于 2019 年 6 月 25 日左右派送给回购股东。

Corporations Act 公司法

Under the Corporations Act, a company may make a selective buy-back if the buy-back does not materially prejudice the company's ability to pay its creditors and it follows the procedure set out in Division 2 of Part 2J.1 of the Corporations Act, including that a special resolution approving the selective buy-back is passed at a general meeting. Resolution 1 is therefore proposed in accordance with section 257D(1)(a) of the Corporations Act.

根据公司法，如果回购不对公司偿还债务的能力产生重大影响且按照公司法 2J.1 第二部分规定的程序进行，包括在股东大会上通过选择性回购股票的特别决议，则公司可以进行回购措施。因此，根据公司法 257D(1)(a) 提出议题 1。

As a special resolution, Resolution 1 will be passed if at least 75% of the votes cast by Shareholders present and eligible to vote (whether in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) are in favour of it. The Buy-Back Shareholders and their associates may not vote on this Resolution 1.

作为一项特别决议，如出席会议的股东以及有效投票（无论是通过个人、代理人、律师或机构股东代表）达到 75% 赞同该决议，则议题 1 被通过。回购股东及其相关方可不对议题 1 进行投票。

1.2 Summary of Buy-Back Agreement 回购协议摘要

The key terms of the Buy-Back Agreement are as follows:

回购协议关键条款如下:

- (a) The Company will buy-back the Buy-Back Shares off-market for a price of \$0.135 per Share.
公司将在场外以每股\$0.135 的价格向回购股东回购股票。
- (b) The Company's obligation to complete the buy-back of the Buy-Back Shares is conditional on Shareholders approving this Resolution 1.
公司完成回购股票的义务在建立在股东批准议题 1 并且达成了退市条件的基础上。
- (c) The Company must cancel the Buy-Back Shares as soon as practicable after completion of the Share Buy-Back
公司将在回购股票结束后尽快取消这些回购来的股票。
- (d) If a Buy-Back Shareholder does not wish to participate in the Share Buy-Back, then they do need to do anything.
如果回购股东不希望参与股票回购, 则可不参与。

1.3 Share Buy-Back price 回购股票价格

The Company will pay the Buy-Back Shareholders \$0.135 per Buy-Back Share.

公司将以每股\$0.135 的价格向回购股东付款。

In determining the price per Buy-Back Share, the Directors sought to balance the interest of the Shareholders who wish to participate in the Share Buy-Back with those Shareholders who wish to retain their Shares. The Directors have also sought to ensure that the Company remains properly funded to continue its activities.

在确定回购股票价格时, 董事们在愿意持有股票股东及愿意出售股票股东之间的利益进行了平衡。董事们同时也考虑了确保公司拥有足够的资金, 维持其经营活动。

1.4 Funding 股票回购对公司财务的影响

Under the Share Buy-Back, the Company will pay the Buy-Back Shareholders up to a maximum amount as determined by the AGM (being the maximum of Buy-Back Shares multiplied by \$0.135 per Buy-Back Share). This amount will be funded by the Company's existing cash reserves.

股票回购措施下, 公司将向回购股东支付由股东大会所决定的最高金额(即最多回购股票乘以\$0.135 的每股价格)。资金来源于公司现有现金存款。

1.5 Financial effect of the Share Buy-back on the Company 股票回购对公司财务的影响

The only financial impact on the Company resulting from the Share Buy-Back is the payment of up to a maximum of cash amount determined at the AGM. The Share Buy-Back will not materially prejudice the Company's ability to pay its creditors. 财务方面的唯一影响是公司需偿付最多由股东大会决定的回购付款现金。

There will be no franking credits expended as a result of the Share Buy-Back.

由于股票回购, 将不会享有股息分配的税务回扣。

The Company does not anticipate that there will be any tax consequences for the Company arising from the Share Buy-Back.

公司预计回购股票不会产生税务方面的影响。

1.6 Capital structure and impact on control 资本结构以及控制权的影响

The impact on the capital structure under the Share Buy-Back is as follows:

股票回购对资本结构的影响如下

Shares on issue as at the date of this notice: 本通知发出日的股票为:	111,703,805 111,703,805
Shares on issue after completion of the Buy-Back (assuming all shares are bought back): 回购结束后股票为(假设回购了所有的股票):	as determined by the AGM 由股东大会决定

If all the Buy-Back Shares as determined by the AGM are bought back, then:

如果所有由股东大会决定回购股票被回购, 则:

Certain% of the Company's issued share capital will be cancelled; and
部分%公司发行的股票被取消；并且

the Company's other Shareholders' (being the non-Buy-Back Shareholders) interest in the Company will increase from Certain% to 100%; and
公司其他股东（排除回购股东）在公司的利益将从部分%增至 100%。

the interest of the Company's major Shareholder, Beltrading International Corp will increase from 42.7% to unknown%.
公司的主要股东, Beltrading 国际公司的利益将从 42.7% 增加到 未知%。

Reasons for the Share Buy-Back 回购股票的理由

The Directors are of the view that the Share Buy-Back provides the Buy-Back Shareholders with an appropriate opportunity to exit their investment now that the Company is not listed on the Australian Securities Exchange.

董事们认为回购股票作为退市的一部分，为回购股东提供退出其投资的更大便利，因为现在该公司没有在澳大利亚证券交易所上市

The Company is of the view that this is the most appropriate manner to return excess capital to the Buy-Back Shareholders as it provides those Shareholders to elect to participate in the return of capital.

该公司认为，这是将过剩资本返还给回购股东的最适当方式，因为它为那些股东选择参与资本的返还。

1.7 Advantages and disadvantages of the Share Buy-Back 回购股票的优点及缺点

(a) Advantages 优点

The Directors consider that the benefits and advantages of the Share Buy-Back are as follows:
董事们认为回购股票的优点如下：

- (i) The Share Buy-Back will give the Buy-Back Shareholders the opportunity to realise some or all of their investment in the Company. As the Company is no longer a listed company, the Company's Shares have limited liquidity. As such, it may be more difficult for a Shareholder to dispose of their Shares should they wish to do so. 为回购股东提供释放其全部或部分投资的机会。如公司退市（如议题 1），公司股票将因不再通过 SSX 进行交易而降低了流动性。因此，股东如果想抛售其股票将变得更加困难。
- (ii) The Buy-Back Shareholders will have the opportunity to readily sell their Shares in what has been an illiquid market for the Company's Shares. 回购股东将拥有在当前股票流动性差的市场环境下无障碍出售其股票的机会。

(b) Disadvantages 缺点

The Directors consider that the disadvantages of the Share Buy-Back are as follows:
董事们认为股票回购有以下缺点：

- (i) The Company will pay cash up to a maximum of \$0.135 for the Buy-Back Shares. The Company does not anticipate any other direct transaction costs arising from the Share Buy-Back. 公司将为回购股票偿付最高\$0.135 现金。公司预计回购股票不会产生其他直接的交易费用。
- (ii) As the Buy-Back Shares will be cancelled, the Share Buy-Back will impact the control of the Company. 因为回购的股票将被取消，回购股票将影响公司控制权。
- (iii) Shareholders who sell their Shares under the Share Buy-Back will forego any benefits of remaining a Shareholder. This includes, for example, the right to vote on resolutions considered by members at a general meeting. 出售股票的股东将放弃其作为股东的利益。包括诸如股东大会的投票权利。

1.8 Interests in outcome of Resolution 1 议题结果相关利益

The Company confirms that: 公司确认：

- (a) neither the Company nor any Director has any interest in any arrangement or contract entered into with any Shareholders or their associates in connection with or condition upon the outcome of this Resolution 1; an 无论公司还是其董事均未与任何原始股东或其关联方签署任何以决议表决结果为导向的含有相关利益的合同或协议，并且
- (b) no agreement or arrangement between a Director and any other person in connection with or conditional upon the outcome of the Share Buy-Back. 董事未与任何其他人士签署以表决结果为导向的含相关利益的合同或安排。

1.9 Directors' recommendation 董事的建议

As the Directors and their associates are not Buy-Back Shareholders, the Directors unanimously support the Share Buy-Back and recommend that Shareholders vote in favour of Resolution 1. In this regard, each of the following directors are in support of Resolution 1:

因为董事及其关联方并非回购股东，董事一致支持股票回购并建议股东投票支持议题 1。有鉴于此，以下董事均支持议题 1：

- (a) the independent directors, Hock Guan Charles Sher and Wei Guo Wang; and
独立董事 Hock Guan Charles Sher 先生以及 Wei Guo Wang 先生
- (b) the executive chairman, Bao Cheng Luo.
执行主席骆宝程。

The Board recommends that Shareholders seek legal, financial and tax advice about the potential impact of this Resolution 1. 董事会建议股东就该决议产生的影响包括退市产生的潜在优缺点寻求法律、财务以及税务方面的建议。

RESOLUTION 2 – Re-election of Chongxing Jack Luo 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 2, Mr Jack Luo 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。

Mr. Luo, whilst born in China is a resident of Australia and has completed a Bachelor degree in Accounting and Finance at Melbourne University. He is based in Sydney and is currently the Manager of Investor relations at Moshav Financial Pty Ltd 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.

Jack Luo 是在中国出生的澳大利亚居民，并已完成墨尔本大学会计和金融学士学位。他目前居住悉尼，现任 Moshav Financial Pty Ltd 投资者关系总经理，一家位于悉尼的私人贷款公司和房地产开发商。Jack Luo 是董事长 Mr. Baocheng Luo 的儿子。Jack Luo 是双语人士，将协助澳大利亚总部与中国投资人进行沟通，发展中国业务。他的商业背景和会计和金融资质将帮助其实现这一目标。

Directors Recommendations

董事局的建议

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

董事（不包括 Jack Luo 先生）建议股东票支持 2 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

Buy-Back Agreement means the agreement for the Share Buy-Back to be entered into between the Company and the Buy-Back Shareholders.

股票回购协议指公司与回购股东达成的股票回购合同。

Buy-Back Shares means the maximum of Shares as determined by the AGM to be bought back by the Company from the Buy-Back Shareholders as set out at Schedule 1.

回购股票指公司从回购股东（表 1 列出）处回购的最高由大会决定的股票。

Buy-Back Shareholders means the Shareholders as set out at Schedule 1.

回购股东指表 1 列出的股东。

Company means CWH Resources Ltd ACN 009 230 111.
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

Share means a fully paid ordinary share in the capital of the Company.

股份意思是全额支付的公司普通股

Share Buy-Back means the selective share buy-back of the Buy-Back Shares from the Buy-Back Shareholders as described in Resolution 1.

股票回购指议题 2 中描述的从回购股东处选择性回购股票的行为。

Shareholder means a shareholder of the Company.

股东意思是公司的股东

2018 Annual Financial Report means the annual financial report of the Company for the financial year ended 30 June 2018, together with the declaration of the Directors, the Director's report, the remuneration report and the auditor's report.

2018 年度财务报告指公司 **2018** 年 **6** 月 **30** 日年终财政年度的年度财务报告, 连同董事的声明、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

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

Schedule 1 - Buy-Back Shareholders who remain as a shareholder as at the date of dispatch of buyback agreement and booklet

表 1-回购股东，这些股东在回购协议以及册子派送日仍然是股东

The Buy-Back Shareholders and the Buy-Back Shares held by them are as follows:
 回购股东以及其持有的选择性回购股票如下:

Buy-Back Shareholder 回购股东	Number of Buy-Back Shares 回购股票数量
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
As determined by the AGM	As determined by the AGM
Total Shares 总数量	As determined by the AGM

CWH RESOURCES LTD

Notice of 2018 Annual General Meeting Proxy Voting Form

Place	Hilton Hotel, 488 George Street, Sydney NSW 2000 (Level 1)
Date	25 June 2019
Time	10:30am

I/We, _____ (Name of Shareholder)

of _____ (Address of Shareholder), being a Shareholder of **CWH RESOURCES LTD (Company)**, hereby appoint:

_____ (Name of proxy)

of _____ (Address of proxy),

or, failing that person or if no person is named, the Chair of the Meeting, as our proxy to vote on my/our behalf at the meeting of the Shareholders of the Company to be held at the time, date and place indicated above and at any adjournment of that meeting.

Please indicate how you direct your proxy to vote. If you wish to direct your proxy how to vote, please mark the appropriate box below. If you do not direct your proxy on any item, your proxy may vote as he or she thinks fit.

The proxy is directed to vote in the following manner:

	For	Against	Abstain
Resolution 1 – Share Buy-Back			
Resolution 2 – Re-election of Jack Luo			
Resolution 3 – Removal Auditor			

Individual

Sign here: _____

Individual

Individual (if joint holder)

Individual (if joint holder)

Date _____

Attorney/Duly Authorised Officer

Sign here: _____

Attorney / Officer

Witness _____

Date _____

Company

Sign here: _____

Sole Director/Secretary

Director

Company Secretary / Director

Date _____

CWH 资源有限公司
2018 年度股东大会代理表决通知书

地点	悉尼希尔顿大酒店，488 佐治大街，悉尼市，新南威尔士州（Level 1）
日期	2019 年 6 月 25 日
时间	悉尼上午 10 点 30 分；北京上午 8 点 30 分

本人_____ 股东姓名

住址为 作为 CWH 资源有限公司 的股东

在此委托：

	会议主席
	或下列人员

_____ 代理人姓名

_____ 代理人住址

亦或如代理人未履行义务或者未列出代理人姓名，会议主席作为我们的代理人在上述时间地点举行的股东大会上或其后续会议上进行投票。

请指示您指定代理人如何投票。如果您愿意指定代理人投票意向，请在下列相应方框内做上记号。如您不指定代理人投票意向，则您的代理人可以依据其个人意愿进行投票。

代理人按以下指定意向进行投票：

	赞同	反对	弃权
议题 1 - 股票回购			
议题 2 - Jack Luo 连任			
议题 3 - 更换审计			

个人

Sign here: _____

个人

个人（如为联合持股）

个人（如为联合持股）

日期 _____

律师/授权人员

签字:

律师/授权人员

见证人

日期 _____

公司

签字:

唯一董事/秘书

董事

秘书/董事

日期 _____