



Creat Resources Holdings Limited  
ABN 43 089 093 943

Creat Resources Holdings Limited  
(ACN 089 093 943)

## **NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT**

and

## **PROXY FORM**

Date: 29 November 2013

Time: 6:00pm (AEDST)

Place: The offices of Creat Capital Company Limited, Room 1505 Wheelock House, 20 Peddar St, Central Hong Kong at 3 p.m. Hong Kong time (7 a.m. London time)

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

**If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.**

## Corporate Directory

<b>Directors</b>	Mr Derek Leung (Managing Director, Chairman, and Chief Executive Officer) Mr Tad Ballantyne (Deputy Chairman and Non-Executive Director) Mr Phillip Simpson (Non-Executive Director) Mr Zhi Lin (Non-Executive Director) Mr Morris Hansen (General Manager, Company Secretary and Executive Director)
<b>Secretary</b>	Mr Morris Hansen
<b>Registered Office</b>	262 Main Street Zeehan, Tasmania 7469  Telephone: +61 (036) 471 6228  Website: <a href="http://www.creatresources.com">www.creatresources.com</a>
<b>Auditor</b>	Deloitte Touche Tohmatsu Level 9, ANZ Centre 22 Elizabeth Street Hobart, Tasmania 7000
<b>Share Registry</b>	Computershare Investor Services Pty Ltd 452 Johnstone Street Abbotsford, Victoria 3067
<b>Australian Business Number</b>	43 089 093 943
<b>Stock Exchange Listing</b>	AIM: CRHL

## Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at the the offices of Creat Capital Company Limited, Room 1505 Wheelock House, 20 Peddar St, Central Hong Kong at 3 p.m. Hong Kong time, 6p.m. AEDST and 7 a.m. London time on 29 November 2013.

### Ordinary Business

#### **Financial Statements and Reports – 01 July 2012 to 30 June 2013**

To receive and consider the Annual Financial Report, together with the directors' and Auditor's Reports for the year ended 30 June 2013.

#### **1 Adoption of Remuneration Report**

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

***“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Directors’ Report in the Annual Report for the year ended 30 June 2013.”***

#### **2 Election of Mr Zhi Lin to the Board**

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

***“That Mr Zhi Lin, who was appointed to the Board as a Director pursuant to rule 8.1.4 of the Constitution since the last annual general meeting, and who retires at this AGM as Director in accordance with rule 8.1.5.1 of the Constitution, and who, being eligible for election, be elected as a director of the Company.”***

#### **3 Re-election of Mr Tad Ballantyne to the Board**

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

***“That Mr Tad Ballantyne, who retires at this AGM as Director in accordance with rule 8.1.5.2 of the Constitution, and who, being eligible for reelection, be elected as a director of the Company.”***

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## Important Information for Shareholders

### Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

### Voting thresholds

Resolutions 1, 2 and 3 are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders present (in person, by proxy or representative) and entitled to vote on the resolution.

### Proxies

All shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a shareholder. Shareholders holding two or more shares can appoint either one or two proxies. If two proxies are appointed, the appointing shareholder can specify what proportion of their votes they want each proxy to exercise.

### Lodgement of proxy forms and online proxy instructions

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either return the proxy form to:

- the Company, PO Box 30, Zeehan, Tasmania, 7469 Australia or by hand at 262 Main St. Zeehan, Tasmania, 7469 Australia; or
- the Company's share registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia or facsimile number 1800 783 447 (international +61 3 9473 2555).

Where the proxy form is executed under power of attorney, the power of attorney must be lodged in the same way as the proxy form.

To be effective, a completed proxy form must be received by no later than **6:00pm (AEDST) on Wednesday 27 November, 2013**, being not less than 48 hours prior to the commencement of the meeting.

### **Custodians and nominees**

For Intermediary Online subscribers only, please submit your voting intentions on [www.intermediaryonline.com](http://www.intermediaryonline.com).

### **Corporate representatives**

A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

### **Voting entitlements**

In accordance with rule 7.8.5 of the Constitution, the board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of Shareholders as at **7:00pm (AEDST) on Wednesday 27 November, 2013**.

## **Explanatory Statement**

This Explanatory Statement has been prepared for shareholders to provide information about the items of business to be considered at the Annual General Meeting to be held at 6:00 pm (AEDST) on **Friday 29 November, 2013**.

This Explanatory Statement should be read in conjunction with the Notice of Meeting.

### **Financial Statements and Reports**

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2013 will be laid before the meeting. There is no requirement for shareholders to approve these reports.

However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the statutory audit and the preparation and content of the Auditor's report.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;

- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit, may be submitted no later than 5 business days before the meeting date to the Company Secretary at 262 Main St. Zeehan (PO Box 30), Tasmania 7469 Australia.

**Resolution 1 – Adoption of Remuneration Report**

Pursuant to section 250R(2) of the Corporations Act 2001 (Cth) (“Corporations Act”), the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 30 June 2013 (the “Remuneration Report”). The Remuneration Report is a distinct section of the annual directors’ report (the “Directors’ Report”) which deals with the remuneration of directors and executives of the Company. More particularly, the Remuneration Report can be found within the Directors’ Report in the Company’s 30 June 2013 Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company’s remuneration policy and the process for determining the remuneration of its directors and executive officers;
- (b) addresses the relationship between the Company’s remuneration policy and the Company’s performance; and
- (c) sets out the remuneration details for each director and executive officer named in the Remuneration Report for the financial year ended 30 June 2013.

The remuneration levels for Directors, officer and senior managers are competitively set to attract and retain appropriate Directors and key management personnel. The chairman of the Meeting will allow a reasonable opportunity for shareholders as a whole to ask about, or make comments on, the Remuneration Report.

**The directors unanimously recommend that shareholders vote in favour of Resolution 1.**

**Resolution 2 – Election of Mr Zhi Lin as a Director**

The board presently consists of five (5) directors: Mr Derek Leung (Managing Director), Mr Tad Ballantyne, Mr Zhi Lin, Mr Phillip Simpson and Mr Morris Hansen.

In accordance with the Company’s constitution, rules 8.1.4 and 8.1.5.1 the director appointed shall retire and being eligible for election offer themselves for election at the annual general meeting of shareholders.

**Mr Zhi Lin – Non-Executive Director**

Mr. Lin (34), is a Chinese national currently resident in Hong Kong. He has an extensive background in law, having obtained a Master’s degree in Law and a Certificate in Business Administration from Northwestern University Law School and Kellogg Business School, United States in June 2007. Furthermore, he also obtained a Master’s degree in International Commercial Law from Nottingham University School of Law, in December 2001. Moreover, Mr. Lin has a Bachelor’s degree in Law from Jilin University of Law Changchun, China, which he obtained in July 2000. He was also awarded a People’s Republic of China Legal Qualification from the Ministry of Justice of People’s Republic of China in February 2005.

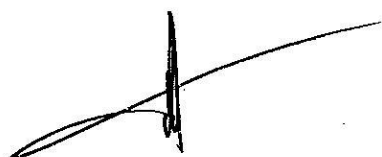
Mr Lin began his career working as a lawyer at firms in the People’s Republic of China from 2002 until 2006. In 2007 he became Investment Officer for Pacific Alliance Group in Hong Kong, before leaving to join a subsidiary of the Company to perform the same role in 2011.

**Resolution 3 – Election of Mr Tad Ballantyne as a Director**

In accordance with the Company’s constitution, rule 8.1.5.2 the director shall retire and being eligible for re-election offer themselves for re-election at the annual general meeting of shareholders.

**The directors (other than Mr Lin and Mr Ballantyne) recommend that shareholders vote in favour of the Resolutions 2 and 3.**

**By Order Of The Board**



Morris R. Hansen  
*Company Secretary*  
Creat Resources Holdings Limited