



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: 28 November 2014

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 Johnston Street Abbotsford, Victoria 3067
<b>Australian Business Number</b>	43 089 093 943

## Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at 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 28 November 2014.

### Ordinary Business

#### **Financial Statements and Reports – 01 July 2013 to 30 June 2014 (no resolution required)**

To receive and consider the Annual Financial Report, together with the directors' and Auditor's Reports for the year ended 30 June 2014.

#### **1 Re-election of Mr Phil Simpson to the Board**

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

*“That Mr Phil Simpson, who retires at this AGM as Director in accordance with rule 8.1.5.2 of the Constitution, and who, being eligible for re-election, be elected as a director of the Company.”*

#### **2 Election of Mr Lawrence Fan to the Board**

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

*“That Mr Lawrence Fan, 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.”*

## 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 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 26 November, 2014**, being not less than 48 hours prior to the commencement of the meeting.

### **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 **6:00pm (AEDST) on Wednesday 26 November, 2014**.

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## 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 28 November, 2014**.

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

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

### 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 PO Box 30, Tasmania 7469 Australia.

In accordance with section 314 (1AA)(c) of the Corporations Act, the Company advises the 2014 Annual Report is available from the Company's website ([www.creatresources.com](http://www.creatresources.com))

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**Resolution 1 – Election of Mr Phil Simpson 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 them self for re-election at the annual general meeting of shareholders.

**The directors (other than Mr Simpson) recommend that shareholders vote in favour of the Resolutions 1.**

**Resolution 2 – Election of Mr Lawrence Fan as a Director**

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

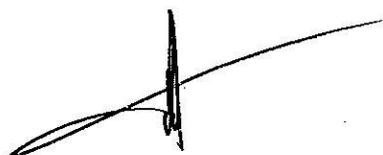
In accordance with the Company's constitution, rules 8.1.4 and 8.1.5.1 the director appointed shall retire and being eligible for election offer themselves for election at the annual general meeting of shareholders.

**Mr Zhirong (Lawrence) Fan – Managing Director**

Mr. Fan (35) is a Chinese national currently resident in Hong Kong. He has an extensive background in corporate finance and capital markets. Mr. Fan obtained his Master of Business Administration degree from the Yale School of Management in 2008 and Bachelor of Engineering degree from Shanghai Jiao Tong University in 2001. Mr. Fan began his career as an auditor at KPMG Shanghai in 2001 and later joined Pacific Antai Life Insurance Co., Ltd. as an internal auditor. From 2004 to 2006, he was an Equity Research Associate of China International Capital Co., Ltd. From 2008 to 2012, Mr. Fan assumed different roles at Nomura International, Tiger Group Investments, BOCOM International Asset Management, all relating to capital markets, corporate finance and private equity investments. He joined Creat Capital Co., Ltd. as an investment director in 2012.

**The directors (other than Mr Fan) recommend that shareholders vote in favour of the Resolution 2.**

**By Order Of The Board**



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