



**Siburan
Resources
Limited**

ABN 58 137 176 393

**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM**

Date of Meeting

Tuesday, 24 November 2015

Time of Meeting

10.30 am (WST)

Place of Meeting

M.E. Wood Room,
St. Catherine's College,
The University of Western Australia,
2 Park Road,
Crawley, Western Australia 6009

ANNUAL REPORT

The 2015 Annual Report is available from the Company's website
via the following link: www.siburan.com.au.

For personal use only

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Sibur Resources Limited (Sibur or Company) is to be held at:

Venue: M.E. Wood Room,
St. Catherine's College,
The University of Western Australia,
2 Park Road,
Crawley, Western Australia 6009

Date: Tuesday, 24 November 2015

Time: 10.30 am (WST)

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

BUSINESS

Financial and Other Reports - Year Ended 30 June 2015 (no resolution required)

To receive and consider the Financial Report and the reports of the Directors and of the Auditor for the financial year ended 30 June 2015.

Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

"To adopt the Remuneration Report (as contained in the Directors' Report) for the 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: A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 - Election of Director - Mr Guo Qing Li

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

"That Mr Guo Qing Li, having been appointed as a director on 5 August 2015, who retires in accordance with clause 11.12 of the Company's Constitution, and being eligible and offering himself for re-election, be elected as a Director of the Company."

Short Explanation (for Resolution 2): The Company's Constitution states that a director appointed by the Board or in general meeting holds office until the next Company's Annual General Meeting and is then eligible for re-election.

Resolution 3 - Election of Director - Mr Maofeng Ding

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

"That Mr Maofeng Ding, having been appointed as a director on 8 September 2015, who retires in accordance with clause 11.12 of the Company's Constitution, and being eligible and offering himself for re-election, be elected as a Director of the Company."

Short Explanation (for Resolution 3): The Company's Constitution states that a director appointed by the Board or in general meeting holds office until the next Company's Annual General Meeting and is then eligible for re-election.

Resolution 4 - Re-election of Director - Mr Kah Hui Tan

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

"That Mr Kah Hui Tan, who retires by rotation in accordance with clause 11.3 of the Company's Constitution, be re-elected as a Director of the Company."

Short Explanation (for Resolution 4): The Company's Constitution states that at the Company's Annual General Meeting, one third of directors for the time being shall retire from office. A retiring director is eligible for re-election.

Resolution 5 - Re-election of Director - Mr Chiong Ong Tiong

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

"That Mr Chiong Ong Tiong, who retires by rotation in accordance with clause 11.3 of the Company's Constitution, be re-elected as a Director of the Company."

Short Explanation (for Resolution 5): The Company's Constitution states that at the Company's Annual General Meeting, one third of directors for the time being shall retire from office. A retiring director is eligible for re-election.

EXPLANATORY MEMORANDUM

The Explanatory Statement is incorporated in and comprises part of this Notice. Shareholders are referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice and the Explanatory Statement.

PROXIES

Please note that:

- A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member.
- A proxy need not be a member of the Company. A proxy may also be appointed by reference to an office held by the proxy (e.g. “the Company Secretary”).
- Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member’s voting rights. If no such proportion is specified, each proxy may exercise half of the member’s votes.

To be valid, the appointment of a proxy must be received at least 48 hours prior to the Meeting.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

VOTING ENTITLEMENTS

For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company’s share register at 10:30 am (WST) on Sunday, 22 November 2015 will be entitled to attend and vote at the Annual General Meeting.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative.

DATED THIS 23th DAY OF OCTOBER 2015
BY ORDER OF THE BOARD

Kah Hui Tan
Director & Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Siburan Resources Limited (Company or Siburan).

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

Financial Statements and Report

Under the Corporations Act, the directors of the Company must table the Financial Report, the directors' report and the auditor's report for Siburan for the year ended 30 June 2015 at the meeting.

These reports are set out in the 2015 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2015 Annual Report with this Notice of Annual General Meeting. In accordance with section 314 (1AA)(c) of the Corporations Act, the Company advises that the 2015 Annual Report is available from the Company's website (www.siburan.com.au).

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Financial Report, the directors' report and the auditor's report.

Resolution 1 - Adoption of Remuneration Report

General

The Directors' Report for the period ended 30 June 2015 contains a Remuneration Report which sets out the policy for the remuneration of Directors and executives of the Company. 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 Report. The vote on the resolution is advisory only and does not bind the Directors or the Company.

Voting Consequences

However under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (Spill Resolution) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

Previous Voting Results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Proxy Voting Restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

*You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you **must** mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.*

If you appoint any other person as your proxy

*You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.*

Voting Intention

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

Resolution 2 - Election of Director - Mr Guo Qing Li

Clause 11.12 of the Constitution requires that a director appointed by the Board or in general meeting holds office until the next Company's Annual General Meeting and is then eligible for re-election.

Mr Li was appointed to the Board on 5 August 2015 and in accordance with the Company's Constitution, seeks election as a director.

Mr Li started his career in Fujian Jinjiang Haoda Building Materials Co., Ltd as marketing personnel before joining Quanzhou FenSun Automobile Parts Co., Ltd (Fensun) as General Manager upon its incorporation. He was primarily responsible for overseeing production, sales and marketing, and general corporate affairs and

management of Fensun. Upon his promotion to Managing Director of Fensun in 2007, Mr Li became involved in major decision-making, mainly responsible for the implementation of management policies and the formulation and execution of strategic development plans for Fensun. Mr Li was appointed as the Managing Director of China Automobile Parts Holding Limited, a company listed on the Bursa Malaysia.

Board Recommendation

The Board (other than Mr Li) recommends Shareholders vote in favour of the Resolution.

Voting Intention

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

Resolution 3 - Election of Director - Mr Maofeng Ding

Clause 11.12 of the Constitution requires that a director appointed by the Board or in general meeting holds office until the next Company's Annual General Meeting and is then eligible for re-election.

Mr Ding was appointed to the Board on 8 September 2015 and in accordance with the Company's Constitution, seeks election as a director.

Mr Maofeng Ding is a businessman who is engaged in the manufacturing and production of shoes and set up the Jinjiang City Chendai Yongfeng Shoes & Plastics Company Limited in Jinjiang, Fujian, China.

Board Recommendation

The Board (other than Mr Ding) recommends Shareholders vote in favour of the Resolution.

Voting Intention

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

Resolution 4 - Re-election of Director - Mr Kah Hui Tan

Clause 11.3 of the Constitution requires that at the annual general meeting in every year one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, must retire from office. A retiring director is eligible for re-election.

Mr Tan retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Mr Tan is a Chartered Accountant with over 25 years' experience having previously managed his own chartered accounting practice providing management, accounting and taxation advice to a wide range of clients including clients in the mining industry. He has served as a company director and company secretary on several listed companies engaged in the mining and resources sector in Australia. Mr Tan has a strong knowledge of the resources industry in Australia and overseas, having been involved in mining transactions including joint ventures, acquisitions and strategic planning.

Board Recommendation

The Board (other than Mr Tan) recommends Shareholders vote in favour of the Resolution.

Voting Intention

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

Resolution 5 - Re-election of Director - Mr Chiong Ong Tiong

Clause 11.3 of the Constitution requires that at the annual general meeting in every year one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, must retire from office. A retiring director is eligible for re-election.

Mr Tiong retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Mr Tiong is currently the Managing Director of Rimbunan Sawit Berhad, a company listed on the Bursa Malaysia (formerly the Kuala Lumpur Stock Exchange) and an executive director of the Rimbunan Hijau Group. He has more than 25 years in the plantation and timber industries and adds strength to the Siburan Board through his significant experience and track record of success in business. Mr Tiong graduated with a Bachelor of Law and Economics from Monash University and is a member of the Victorian and Sarawak Bar Association, CPA Australia and the Malaysian Institute of Accountants.

Board Recommendation

The Board (other than Mr Tiong) recommends Shareholders vote in favour of the Resolution.

Voting Intention

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

GLOSSARY

Annual General Meeting means the annual general meeting the subject of this Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules and **Listing Rules** mean the official listing rules of ASX.

Board means the board of directors of the Company.

Closely Related Party of a member of Key Management Personnel means

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member of the member's spouse;
- (d) anyone else who is a one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of closely related party in the Corporations Act.

Company or **Siburan** means Siburan Resources Limited (ACN 137 176 393).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of the Company and **Directors** means the directors of the Company.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Annual General Meeting.

Key Management Personnel has the same meaning given to that term in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means the notice of annual general meeting accompanying this Explanatory Memorandum.

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

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

WST means Western Standard Time, as observed in Perth, Western Australia.

PROXY FORM

MR SAM SAMPLE
UNIT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE WA 6060

1. Appointment of Proxy

I/We being a member/s of Siburan Resources Limited hereby appoint

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or, failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, or the Chairman's nominee, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the proxy sees fit) at the Annual General Meeting of Siburan Resources Limited to be held at M.E. Wood Room, St. Catherine's College, The University of Western Australia, 2 Park Road, Crawley, Western Australia 6009 at 10.30 am (WST) on Tuesday, 24 November 2015 and at any adjournment of that meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business in which the Chairman is entitled to vote.

Chairman authorised to exercise proxies on remuneration-related matters: If I/we appoint the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes your proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 even though that item is connected directly or indirectly with the remuneration of a member of key management personnel of Siburan Resources Limited, which includes the Chairman. I/we acknowledge that if the Chairman of the Meeting is my/our proxy and I/we have not marked any of the boxes opposite Resolution 1, the Chairman of the Meeting intends to vote my/our proxy in favour of Resolution 1.

You can direct the Chairman how to vote by marking the boxes in Section 2 below (for example if you wish to vote against or abstain from voting).

2. Items of Business

Please mark to indicate your voting directions.

	FOR	AGAINST	ABSTAIN
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director - Mr Guo Qing Li	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director - Mr Maofeng Ding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Director - Mr Kah Hui Tan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Director - Mr Chiong Ong Tiong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

3. Signature of Securityholder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/ Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Contact Daytime Telephone

Date

HOW TO COMPLETE THE PROXY FORM

1. Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Section 1.

A proxy need not be a securityholder of the company.

2. Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with your directions. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: If you have not previously lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 10.30 am (WST) on Tuesday, 24 November 2015. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery or facsimile to Siburan Resources Limited:-

PO Box 208
Nedlands, WA 6909

Fax: +61 (08) 9386 3900

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from the Company Secretary.