

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual General Meeting of One Asia Resources Limited will be held at **Level 2, 175 Flinders Lane, Melbourne** on **Thursday 31 May 2018 at 11am** (Melbourne time).

### ORDINARY BUSINESS

#### Discussion of Financial Statements and Reports

To discuss the Company's financial statements and the reports of the Directors and the auditor in respect of the year ended 31 December 2017.

#### RESOLUTION 1

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

*That Mr Robert Thomson, who retires as a Director in accordance with rule 12.3(a) of the Constitution, be re-elected as a Director of the Company.*

### VOTING EXCLUSION STATEMENTS

#### Voting Exclusion

Where a voting exclusion applies the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the AGM 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.

### VOTING INTENTIONS OF CHAIRMAN

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

BY ORDER OF THE BOARD



CRAIG SMYTH  
Company Secretary  
8 May 2018

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of members of One Asia Resources Limited in connection with the business to be conducted at the Annual General Meeting of Members to be held at 11.00 am on 31 May 2018 at Level 2, 175 Flinders Lane, Melbourne, Victoria.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Annual General Meeting.

Shareholders should note that all the Directors approved the proposal to put the resolution to shareholders as outlined in the Notice.

The purpose of this Explanatory Statement is to provide information for Shareholders in deciding whether or not to pass the Resolution. This Explanatory Statement and the Proxy Form form part of the Notice.

### RESOLUTION 1 - Re-Election of Rob Thomson

In accordance with the requirements of rule 12.3(a) of the Company's Constitution and the Corporations Act, one-third of the Directors retire from office at each AGM and, being eligible, may offer themselves for re-election. Mr Robert Thomson retires by rotation and offers himself for re-election.

Rob has over 30 years of experience covering exploration, bankable feasibility studies, construction, operations and company/project financing. Rob was formerly the General Manager Development for Kingsgate's Chatree Mine in Thailand and Project Director of Oxiana's Sepon Gold Mine in Laos. Rob was CEO of Philippine focused Climax Mining Limited from 2003 to 2006 which merged, including the Didipio Project, into Oceana Gold and CEO/Director of Vietnam focused Asian Mineral Resources Limited from 2006 to 2008. Rob was Executive Director of Finders Resources Limited responsible for the Wetar Copper Cathode Development in Indonesia. Rob holds a BE (Mining) from the University of Queensland, an MBA from the University of Wollongong, and is a fellow of the AusIMM.

Rob Thomson was appointed Managing Director of the Stonewall group of companies including Stonewall Resources Limited (ASX SWJ) and Stonewall Mining (South Africa) in November 2016. Rob was a Non-Executive Director of Golden Cross Resources Limited from April 2014 to December 2017.

The other Directors recommend that Shareholders vote in favour of the re-election of Mr Widdup.

## ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolution.

### Voting Rights and Proxies

1. A member entitled to attend and vote at a Meeting is entitled to appoint a proxy to attend and vote on behalf of that member.
2. A duly appointed proxy need not be a member of the Company. This form should be signed by the member. If a joint holding, either member may sign. If signed by the member's attorney, the power of attorney must have been previously noted by the Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the member's constitution and the Corporations Act.
3. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.
4. For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the meeting.
6. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
7. To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:
  - post to One Asia Resources Limited, Level 2, 175 Flinders Lane, Melbourne; or
  - facsimile to One Asia Resources Limited on facsimile number +61 3 9614 8009so that it is received not later than 11.00 am on 29 May 2018 Melbourne Australia time.  
**Proxy forms received later than this time will be invalid.**
8. Chapter 2C of the Corporations Act requires information about you as a member (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your Shareholding and if some or all of the information is not collected then it might not be possible to administer your Shareholding. You can access your personal information by contacting the Company at the address or telephone number shown on page 1.

### **Voting and required majority**

For the purposes of regulation 7.11.37 of the Corporations Act, the Directors have set 7pm Melbourne time on 29 May 2017 as the time and date to determine holders of the Company's Shares for the purposes of the AGM. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

In accordance with the Corporations Act, for the resolution to be effective:

- (i) the resolution must be passed at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolutions has been given (satisfied by this Notice); and
- (ii) ordinary resolutions must be passed by more than 50% of all the votes cast by Shareholders present and entitled to vote on the resolutions (whether in person, by proxy, attorney or representative).

On a show of hands every Shareholder has one vote, and on a poll, every Shareholder has one vote for each Share held.

### **DEFINITIONS**

**AGM or Annual General Meeting** means the annual general meeting to be held at 11.00 am on 31 May 2018 and notified to Shareholders by this Notice.

**Board** means the board of Directors.

**Chairman** means the Chairman of the Board.

**Company** means One Asia Resources Ltd (ABN 59 150 653 982).

**Constitution** means the constitution of the Company as amended from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** mean the directors of the Company from time to time.

**Explanatory Statement** means the explanatory statement incorporated in this Notice.

**Notice** means this notice, incorporating the Explanatory Statement.

**Resolution** means a resolution set out in the Notice.

**Shareholder** means the holder of a Share.