



MOUNT GIBSON IRON LIMITED

ACN 008 670 817

NOTICE OF MEETING AND EXPLANATORY MEMORANDUM

**FOR THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON
WEDNESDAY, 18 NOVEMBER 2009
AT CITY WEST FUNCTION CENTRE
45 PLAISTOWE MEWS, CITY WEST CENTRE, WEST PERTH, WA 6005
AT 9.30 AM.**

IMPORTANT INFORMATION

This is an important document that should be read in its entirety.
If you do not understand it, or any part of it,
you should consult with your professional advisers without delay.

**You are encouraged to attend the meeting, but if you cannot, you are requested
to complete and return the enclosed Proxy Form without delay to
Computershare at GPO Box 242, Melbourne, Victoria 3001
or by facsimile on
1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)**

**NOTICE OF THE ANNUAL GENERAL MEETING
MOUNT GIBSON IRON LIMITED
ACN 008 670 817**

Notice is hereby given that the Annual General Meeting of the Shareholders of Mount Gibson Iron Limited ("**Mount Gibson**" or the "**Company**") will be held on the date and at the location and time specified below:

DATE: Wednesday, 18 November 2009
LOCATION: City West Function Centre,
45 Plaistowe Mews, West Perth WA 6005
TIME: 9.30 am (Perth, WA time)

ORDINARY BUSINESS

FINANCIAL REPORTS

To receive and consider the financial report and the Directors' and auditors' reports for the year ended 30 June 2009.

RESOLUTION 1: Re-election of Director – Craig Readhead

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

"That Craig Readhead, being a Director who retires by rotation in accordance with rule 8.1(e) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

RESOLUTION 2: Re-election of Director – Cao Zhong

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

"That Cao Zhong, having been appointed as a Director since the last annual general meeting and who retires in accordance with rule 8.1(c) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

RESOLUTION 3: Re-election of Director – Chen Zhouping

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

"That Chen Zhouping, having been appointed as a Director since the last annual general meeting and who retires in accordance with rule 8.1(c) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

RESOLUTION 4: Adoption of Remuneration Report

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

"That the Remuneration Report for the Company (included in the Report of the Directors) for the year ended 30 June 2009 be adopted."

Please note whilst the Corporations Act 2001 (Cth) requires this resolution to be put to the vote, the resolution is advisory only and does not bind the Directors or the Company. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.
--

SPECIAL BUSINESS

RESOLUTION 5: Issue of Performance Rights – Luke Tonkin (Managing Director)

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

"That, for all purposes including for the purposes of ASX Listing Rule 10.14, approval is given to grant performance rights to Mr Tonkin in respect of the financial years ending 30 June 2010, 2011 and 2012 on the terms set out in his employment agreement with the Company and the Mount Gibson Iron Limited Performance Rights Plan, as more fully described in the Explanatory Memorandum."

The Company will disregard any votes cast on this resolution by the Directors and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of 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.

RESOLUTION 6: Issue of Performance Rights – Alan Rule (Alternate Director for Mr Luke Tonkin)

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

"That, for all purposes including for the purposes of ASX Listing Rule 10.14, approval is given to grant performance rights to Mr Rule in respect of the financial years ending 30 June 2010, 2011 and 2012 on the terms set out in his employment agreement with the Company and the Mount Gibson Iron Limited Performance Rights Plan, as more fully described in the Explanatory Memorandum."

The Company will disregard any votes cast on this resolution by the Directors and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of 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.

EXPLANATORY MEMORANDUM

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

ENTITLEMENT TO VOTE

The Company has determined that under the Corporations Regulations 2001 (Cth) regulation 7.11.37, for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 5.00 pm (Perth, WA time) on Monday 16 November 2009. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

PROXIES

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

In person: Level 1, 7 Havelock Street, West Perth, Western Australia

By Mail : GPO Box 242, Melbourne, Victoria 3001

By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Each member entitled to attend and vote at the Meeting has the right to appoint a proxy to attend and vote at the Meeting on his behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at their discretion. The instrument appointing the proxy must be received by the Company at the address notified by the Company at least 48 hours prior to the time of the commencement of the Meeting.

CUSTODIAN VOTING

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

If you wish to discuss any aspect of this document with the Company, contact the Company Secretary, David Berg, on telephone +61 8 9426 7500.

BY ORDER OF THE BOARD



**David Berg
Company Secretary**

DATED: **5 October 2009**

EXPLANATORY MEMORANDUM

MOUNT GIBSON IRON LIMITED

ACN 008 670 817

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the forthcoming Annual General Meeting.

ORDINARY BUSINESS

FINANCIAL REPORTS

The *Corporations Act 2001* (Cth) ("**Corporations Act**") requires:

- the reports of the Directors and auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2009,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given an opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to Shareholders as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

RESOLUTION 1: Re-election of Craig Readhead

Mr Readhead retires by rotation and, being eligible, offers himself for re-election.

Mr Readhead was appointed as a Non-Executive Director on 21 December 2001. Mr Readhead has spent the last 30 years practising in the resources law area and is a partner of law firm Allion Legal (formerly called Pullinger Readhead Lucas). Mr Readhead is a member of the Nomination, Remuneration and Governance Committee and the Audit and Risk Management Committee. Mr Readhead has had a significant legal role in the development of a number of mining projects within Australia, Africa and South East Asia. He is Chairman of Heron Resources Ltd and Galaxy Resources Ltd and is a Non-Executive Director of Frankland River Olive Company Limited and India Resources Ltd, and is past President of the Australian Mining and Petroleum Law Association, and past Vice-President of the Association of Mining and Exploration Companies. During the past three years Mr Readhead has also served as Chairman of Nickelore Limited and Agincourt Resources Ltd.

The Directors (other than Mr Readhead) recommend that Shareholders vote IN FAVOUR of resolution 1. Mr Readhead, who has an interest in the outcome of resolution 1, declines to make a recommendation.

RESOLUTION 2: Re-election of Director – Cao Zhong

Mr Cao was appointed a Non-Executive Director by the Board on 1 December 2008. Under the Company's constitution he holds office only until this meeting and therefore offers himself for election.

Mr Cao is Chairman and Executive Director of APAC. He graduated from Zhejiang University, the People's Republic of China and Graduate School, The Chinese Academy of Social Sciences, with a Master Degree in Engineering and a Master Degree in Economics. Mr Cao has extensive experience in corporate management and operations. Mr Cao is assistant general manager of Shougang Corporation and the Managing Director of Shougang Concord International Enterprises Company Limited. He also holds a number of other roles in the Shougang Corporation group including chairman of China Shougang International Trade and Engineering

Corporation and deputy chairman and general manager of Shougang Holding (Hong Kong) Limited, the controlling shareholder of Shougang Concord. He is also the chairman of each of Shougang Concord Technology Holdings Limited, Shougang Concord Century Holdings Limited and Fushan International Energy Group Limited and the vice chairman and managing director of Shougang Concord Grand (Group) Limited. During the past three years, Mr Cao has also served as the chairman of Global Digital Creations Holdings Limited.

The Directors (other than Mr Cao) recommend that Shareholders vote IN FAVOUR of resolution 2. Mr Cao, who has an interest in the outcome of resolution 2, declines to make a recommendation.

RESOLUTION 3: Re-election of Director – Chen Zhouping

Mr Chen was appointed a Non-Executive Director by the Board on 19 January 2009. Under the Company's constitution he holds office only until this meeting and therefore offers himself for election.

Mr Chen is a graduate from the School of Economics and Management, Beijing Tsinghua University and is a member of the Chinese Institute of Certified Public Accountants. He has extensive experience in the steel industry, engineering design, human resources and management. Mr Chen was appointed as Deputy Managing Director of Shougang Concord International Enterprises Company Limited in November 2002. He is also the Deputy Managing Director of Shougang Holding (Hong Kong) Limited and a non-executive director of Fushan International Energy Group Limited (a Hong Kong listed company). He is a director of a number of other companies of which Shougang Holding or Shougang Concord is the holding company. During the past 3 years Mr Chen has not served as a director of any other listed companies.

The Directors (other than Mr Chen) recommend that Shareholders vote IN FAVOUR of resolution 3. Mr Chen, who has an interest in the outcome of resolution 3, declines to make a recommendation.

RESOLUTION 4: Adoption of Remuneration Report

The Remuneration Report is set out in the Report of the Directors in the Company's 2009 Annual Report.

The Corporations Act requires companies to put a resolution to their Shareholders that the Remuneration Report be adopted. Under section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company.

RESOLUTIONS 5 and 6: Issue of Performance Rights – Luke Tonkin (Managing Director) and Alan Rule (Chief Financial Officer and Alternate Director for Luke Tonkin)

Mr Tonkin and Mr Rule (the "**Executives**") are respectively Managing Director and Chief Financial Officer of the Company. In addition, Mr Rule has been appointed as Alternate Director to Mr Tonkin.

In 2007, the Company established the Mount Gibson Iron Limited Performance Rights Plan ("**Plan**") to provide its executives with long term incentives which create a link between the delivery of value to Shareholders, financial performance and rewarding and retaining the executives.

Under his employment agreement, Mr Tonkin is entitled to receive a base salary of \$656,330 per annum plus superannuation; a variable remuneration component in the form of a short-term incentive discretionary bonus of up to one third of his base salary; and a long term incentive component in the form of the grant of "performance rights" under the Plan (subject to any requisite Shareholder approvals first being obtained).

Under his employment agreement, Mr Rule is entitled to receive a base salary of \$468,807 per annum plus superannuation; a variable remuneration component in the form of a short-term incentive discretionary bonus of up to one third of his base salary; and a long term incentive component in the form of the grant of "performance rights" under the Plan (subject to any requisite Shareholder approvals first being obtained).

Under the Plan, the Board has the discretion to grant "performance rights" to any person it declares eligible upon the terms set out in the Plan and upon such additional terms and performance conditions as the Board determines. A performance right is, in effect, a contractual right to be issued with a fully paid ordinary share in the Company ("**Share**") on the satisfaction of certain conditions.

Under the Executives' employment agreements, the Company has agreed, subject to any requisite Shareholder approvals first being obtained, to invite the Executives to apply for performance rights for each successive financial year during the term of their employment.

The terms of these performance rights are set out below.

Terms of performance rights

All performance rights to be granted to the Executives under their employment agreements will be on terms consistent with the rules of the Plan.

The principal terms of the performance rights are as follows:

Grant of performance rights

On or about 30 June of each financial year the Executives will be invited to apply for, and if an application is made, will be issued, the number of performance rights to be determined in accordance with the following formula:

$$P = \frac{1}{3} \times \frac{S}{VWAP}$$

("Issue Formula")

Where:

'P' is the whole number of performance rights under the Plan for which the Executive will be invited to apply;

'S' is the sum of the Executive's salary and superannuation payable for the applicable period; and

'VWAP' is the 30 day volume weighted average price of ordinary shares in the Company on ASX for the month ended 30 June for the relevant financial year.

Each performance right is an entitlement to one Share in the Company, subject to satisfaction of the performance and vesting conditions outlined below.

Performance conditions

The performance rights issued to the Executives will not vest (and the underlying Shares will not be issued) unless certain performance conditions have been satisfied.

The grant of performance rights is designed to reward long term sustainable business performance measured by relative total shareholder return ("**TSR**") performance conditions over a three year period.

The performance conditions will be measured by comparing the Company's TSR with that of a comparator group of resource companies over the period from 1 July in the financial year to which the grant of the performance rights relates to 30 June in the financial year that is 3 years after that date ("**Vesting Date**") (see the example below by way of illustration).

The performance rights will vest depending on the Company's percentile ranking within the comparator group on the relevant Vesting Date as follows:

- If the Company ranks below the 51st percentile, none of the performance rights will vest.
- If the Company ranks at the 51st percentile, 50% of the performance rights will vest.
- For each 1% ranking above the 51st percentile, an additional 2% of the performance rights will vest, with 100% vesting where the Company ranks at or above the 76th percentile.

If none or only some of the performance rights vest as at 30 June of that year, the performance conditions will be re-measured six months later for the period to 31 December of that year. If a further performance hurdle has been reached, additional performance rights will vest in the Executives.

Vesting conditions

Subject to rule 4 of the Plan, the performance rights will only vest if the Executive remains an employee of the Mount Gibson Group up to and including the relevant Vesting Date.

Rule 4 of the Plan applies where the Executive ceases to be an employee of the Mount Gibson Group by reason of death, disability, bona fide redundancy or other reason with the approval of the Board. The Board has determined that rule 4 of the Plan will also apply where an Executive ceases to be an employee of the Mount Gibson Group prior to a Vesting Date for reasons other than termination of their employment by the Company for grave misconduct, serious or persistent breach of the terms of his employment contract or wilful neglect in the discharge of his duties.

In these circumstances, the Board will determine the extent (if any) to which performance rights granted will vest, having regard to the level of satisfaction of the performance conditions over the period from the date of grant to the date of cessation of employment.

Price of performance rights

No consideration is payable by the Executives at the time of grant of the performance rights or upon the allocation of Shares to which they may become entitled on the vesting dates.

Restrictions

Any Shares allocated to an Executive upon vesting of performance rights may not be sold, transferred or otherwise dealt with by him unless the Board approves an application for release of the Shares, but in any event such restrictions will apply for no longer than 10 years from the date of grant of the performance rights.

Example

By way of example, if resolutions 5 and 6 are approved by Shareholders:

- On or about 30 June 2010, the Executives will be issued performance rights calculated by reference to the Company's Share price at that time (see the Issue Formula).
- On 30 June 2012, the performance of the Company will be evaluated over the period 1 July 2009 to 30 June 2012 by reference to the TSR over that period, and performance rights vested in the Executives according to the criteria set out above.
- On 31 December 2012, the Executives will have the opportunity to re-test the performance conditions in respect of any performance rights which did not vest on 30 June 2012. Additional performance rights will be vested in the Executives to the extent that the performance conditions have been satisfied as at 31 December 2012.
- The Executives may then convert the performance rights to Shares in the Company, at no cost.

Issue to date

Since the commencement of the Plan in 2007, 467,254 performance rights have been issued to Mr Tonkin and 339,392 performance rights have been issued to Mr Rule. None of these performance rights has yet vested and therefore no Shares have been issued to the Executives in respect of converted performance rights.

ASX Listing Rules

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a company must not permit a Director to acquire securities under an employee incentive scheme (such as the Plan) without the prior approval of holders of ordinary securities.

Accordingly:

- under resolution 5, approval is sought pursuant to ASX Listing Rule 10.14 for the issue of performance rights to Mr Tonkin in respect of the financial years ended 30 June 2010, 30 June 2011 and 30 June 2012 on the terms set out in his employment agreement with the Company and the Plan.
- under resolution 6, approval is sought pursuant to ASX Listing Rule 10.14 for the issue of performance rights to Mr Rule in respect of the financial years ended 30 June 2010, 30 June 2011 and 30 June 2012 on the terms set out in his employment agreement with the Company and the Plan.

ASX Listing Rule 10.15A

ASX Listing Rule 10.15A requires the following information regarding the Plan to be included in this Explanatory Statement:

- Mr Tonkin is the Managing Director of the Company. Mr Rule has been appointed as an alternate director to Mr Tonkin and may act in the capacity of a Director from time to time.
- Subject to Shareholder approval being obtained, the maximum number of performance rights (and hence Shares) that the Company may issue to Mr Tonkin or Mr Rule in respect of the financial years ending 30 June 2010, 30 June 2011 and 30 June 2012 will be determined in accordance with the terms of each of their employment agreements as described above.
- No consideration is payable by the Executives at the time of grant of the performance rights or upon the allocation of Shares to which they may become entitled on the Vesting Dates.
- Mr Rule and Mr Tonkin have been the only persons referred to in Listing Rule 10.14 who have received performance rights or any other securities under the Plan since it was last approved.
- The following persons will be entitled to participate in the Plan:
 - (a) Mr Tonkin and Mr Rule; and
 - (b) any other person the Board may from time to time in its absolute discretion declare eligible.
- No loans will be made by the Company in connection with the acquisition of performance rights by the Executives.
- Details of any performance rights and/or Shares issued under the Plan will be published in each Annual Report of the Company relating to the period in which performance rights or Shares have been issued, and that approval for the issue of Shares was obtained under Listing Rule 10.14.
- Any additional persons who become entitled to participate in the Plan after the resolution is approved who are not named in the Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14 (if approval is required under that Listing Rule).
- Performance rights to be issued to the Executives in respect of the financial years ended 30 June 2010, 30 June 2011 and 30 June 2012 will be issued not later than three years after 18 November 2009.

Recommendation

The Directors (other than Mr Tonkin and Mr Rule) recommend that Shareholders vote **IN FAVOUR** of resolutions 5 and 6. Mr Tonkin and Mr Rule (in his capacity as alternate director for Mr Tonkin) both have an interest in the outcome of resolutions 5 and 6 and therefore decline to make a recommendation.



Mount Gibson Iron

000001 000 MGX
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 139 262
(outside Australia) +61 3 9415 4381

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 9.30am (WST) Monday 16 November 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

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 Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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 should sign.

Power of Attorney: If you have not already 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. If your Power of Attorney is not received with your proxy before 9.30am (WST) Monday 16 November 2009, your proxy will not be effective.

Companies: This form must be signed by a Director jointly with either another Director or a Company Secretary. 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. Please sign in the appropriate place to indicate the office held.

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 Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Mount Gibson Iron 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, 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, as the proxy sees fit) at the Annual General Meeting of Mount Gibson Iron Limited to be held at City West Function Centre, 45 Plaistowe Mews, City West Centre, West Perth, Western Australia on Wednesday, 18 November 2009 at 9.30am (WST) and at any adjournment of that meeting.

Important for Resolutions 5 & 6: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Resolutions 5 & 6 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolutions 5 & 6 and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 5 & 6 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of the Resolutions and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business

PLEASE NOTE: If you mark a box with a 100% of your votes will be voted in accordance with that direction. If you would like to vote a portion of your holding, insert the percentage you wish to vote into the relevant box. 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 a poll and your votes will not be counted in computing the required majority.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

	For	Against	Abstain
Resolution 1 Re-election of Director - Craig Readhead	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director - Cao Zhong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director - Chen Zhouping	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of Performance Rights - Luke Tonkin (Managing Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Issue of Performance Rights - Alan Rule (Alternate Director for Mr Luke Tonkin)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____