



**CWH**  
**CWH Resources Ltd**

---

## **CWH Resources Ltd**

**(Formerly known as China West International Holdings Ltd)**

**ACN 009 230 111**

### **NOTICE OF ANNUAL GENERAL MEETING**

---

**TIME:** 11.00 am (AEST)  
**DATE:** 28 November 2011  
**PLACE:** **Computershare Registry**  
**Freshwater Room**  
Level 4, 60 Carrington Street  
Sydney, NSW 2000  
Australia

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 2) 9267 5633.*

-----Page left intentionally empty-----

---

## CONTENTS

---

TIME AND PLACE OF MEETING AND HOW TO VOTE.....	4
NOTICE OF ANNUAL GENERAL MEETING.....	5
1.RESOLUTION 1 – REPORTS AND ACCOUNTS.....	5
2.RESOLUTION 2- REMUNERATION REPORT .....	5
3.RESOLUTION 3–RE-ELECTION OF MR. Fu Man Chang AS A DIRECTOR .....	6
4.RESOLUTION 4–RE-ELECTION OF MR. Wei Wang Guo AS A DIRECTOR.....	6
5.RESOLUTION 5 – PROSPECTUS ISSUE .....	6
EXPLANATORY STATEMENT.....	7
RESOLUTION 1 – REPORTS AND ACCOUNTS.....	7
RESOLUTION 2 – REMUNERATION REPORT .....	7
2.1 Shareholder Approval.....	7
2.2 The Corporations Act Requirements .....	7
RESOLUTION 3 – RE-ELECTION OF MR. FU MAN CHANG AS A DIRECTOR .....	8
RESOLUTION 4 – RE-ELECTION OF MR. WEI WANG GUO AS A DIRECTOR.....	9
RESOLUTION 5 – PROSPECTUS ISSUE .....	9
5.1 General.....	9
5.2 Technical information required by the ASX Listing Rules.....	10
ENQUIRIES .....	11
GLOSSARY .....	11

---

## TIME AND PLACE OF MEETING AND HOW TO VOTE

---

### VENUE

---

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00 am (AEST) on Monday, 28 November 2011 at:

**Computershare Registry  
Freshwater Room**  
Level 4, 60 Carrington Street  
Sydney, NSW 2000  
Australia

### YOUR VOTE IS IMPORTANT

---

The business of the General Meeting affects your shareholding and your vote is important.

### VOTING IN PERSON

---

To vote in person, attend the General Meeting on the date and at the place set out above.

### VOTING BY PROXY

---

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

(a) post to Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia or

(b) facsimile to Computershare on facsimile number:

1800 783 447 (within Australia); or

+61 3 9473 2555 (outside Australia)

so that it is received not later than 11.00am (AEST) on **26 November 2011**.

**Proxy Forms received later than this time will be invalid.**

---

## NOTICE OF ANNUAL GENERAL MEETING

---

Notice is given that the Annual General Meeting of Shareholders of CWH Resources Limited (CWH or Company) will be held at **Computershare Registry**, Freshwater Room Level 4, 60 Carrington Street Sydney NSW 2000 on Monday, 28 November 2011 at 11:00am.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 11.00 am (AEDT) on **26 November 2011**.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### AGENDA

---

#### 1. RESOLUTION 1 – REPORTS AND ACCOUNTS

To receive the financial report of the Company for the year ended 30 June 2011, together with the directors' report and the auditors' report.

---

#### 2. RESOLUTION 2- REMUNERATION REPORT

To consider and, if thought fit, pass the following 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 for the year ended 30 June 2011 as contained in the Annual Report of the Company for the year ended 30 June 2011*

#### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by or on behalf of (in any capacity):

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

However, the Company need not disregard a vote if it is cast by:

- (i) a person described above as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) 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.

**Short Explanation:** The Corporations Act provides that a resolution for the Remuneration Report to be adopted must be put to vote at a listed company's Annual General Meeting. The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

---

**3. RESOLUTION 3–RE-ELECTION OF MR. Fu Man Chang AS A DIRECTOR**

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

*“That Mr. Fu Man Chang who retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”*

---

**4. RESOLUTION 4–RE-ELECTION OF MR. Wei Wang Guo AS A DIRECTOR**

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

*“That Mr. Wei Wang Guo, who retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”*

---

**5. RESOLUTION 5 – PROSPECTUS ISSUE**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“Approval is given for the Directors to allot and issue up to 15,000,000 Shares via a prospectus at an issue price of \$0.20 per Share on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on 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.

---

**DATED: 26 October 2011**  
**BY ORDER OF THE BOARD**



**Eng Chuan Ow ( Owen )**  
**COMPANY SECRETARY**  
**CWH Resources Ltd**

---

## **EXPLANATORY STATEMENT**

---

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Computershare Registry Freshwater Room Level 4, 60 Carrington Street Sydney NSW 2000 on Monday 28 November 2011 at 11:00am.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

---

## **BACKGROUND**

### **RESOLUTION 1 – REPORTS AND ACCOUNTS**

According to the Corporations Act, the Annual Financial Report, Directors' Report and Auditor's Report of the Company and the Company's controlled entities for the most recent financial year will be laid before the AGM. These reports are also available on the Company's website ([www.cwh.com.au](http://www.cwh.com.au)). A vote of Shareholders on these reports is not required by the Corporations Act, or the Company's Constitution. However, Shareholders will be given a reasonable opportunity to raise questions on the reports

### **RESOLUTION 2 – REMUNERATION REPORT**

#### **2.1 Shareholder Approval**

Pursuant to section 250R(2) of the Corporations Act, the Board is seeking the approval of Shareholders to adopt the Remuneration Report of the Company for the year ended 30 June 2011.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, a reasonable opportunity will be provided at the Meeting for Shareholders to ask questions about, or make comments in relation to, the Remuneration Report.

Furthermore, given the requirements of Division 9 of Part 2G.2 of the Corporations Act, the Directors will take into account the discussion on this resolution and the outcome of this vote when considering future remuneration arrangements of the Company.

#### **2.2 The Corporations Act Requirements**

The Remuneration Report sets out the Company's remuneration policy and reports the remuneration arrangements in place for the Executive and Non-Executive Directors of the Company and certain executives whose remuneration arrangements are required to be disclosed.

The Remuneration Report forms part of the Directors' Report which is contained in the Annual Report of the Company for the year ended 30 June 2011.

Section 250R(2) of the Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the vote.



However, pursuant to section 250R(3) of the Corporations Act, the vote on such a resolution is advisory only and does not bind the Directors or the Company.

Notwithstanding this, section 250SA of the Corporations Act requires that a reasonable opportunity be allowed for Shareholders at the Meeting to ask questions about, or make comments in relation to, the Remuneration Report.

Furthermore, under recent changes to the Corporations Act with the introduction of Division 9 of Part 2G.2 (which came into effect on 1 July 2011), if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Meeting, the Company will be required to put to Shareholders at the Company's 2012 Annual General Meeting a resolution (**Spill Resolution**) proposing the calling of another general meeting (**Spill Meeting**) to consider the appointment of Directors of the Company. However, the Spill Resolution will only be put to the vote at the Company's 2012 Annual General Meeting if at least 25% of votes are also against the adoption of the 2012 Remuneration Report at the 2012 Annual General Meeting.

If the Spill Resolution is put to the vote at the Company's 2012 Annual General Meeting, and more than 50% of Shareholders vote in favour of the Spill Resolution, the Company is required to convene the Spill Meeting within 90 days of the Company's 2012 Annual General Meeting. All of the Directors who were in office when the Company's 2012 Directors' Report 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 is approved will be the Directors of the Company.

### RESOLUTION 3 – RE-ELECTION OF MR. FU MAN CHANG AS A DIRECTOR

Background details for Mr. Fu Man Chang are set out below:

Mr Fu was appointed to the Board on 6 October 2008, is Chairman of the board of State Nuclear Power Automation System Engineering Co., Ltd., an operating unit of the State Nuclear Power Technology Corporation of China. He is also currently Chief Secretary of China Nuclear Society.

He has had a distinguished career in Nuclear Power engineering in China with particular expertise in control and instrumentation systems. His prior positions have included:

- Director of Technology and International Cooperation Department of China Nuclear Engineering Group Co., Ltd
- Permanent Vice Representative of China to the IAEA
- Director of Nuclear Electric Power Bureau of CNNC
- Head of the Second Institute of Nuclear Engineering, and
- Onsite design team leader and quality inspector (for the Second Institute of Nuclear Engineering) at Dayawan (Daya Bay) Nuclear Power Station.

From 1985 to 1987, he was a Visiting Scholar at University of Manchester Institute of Science and Technology ("UMIST") and was the chairman of the Federation of Students Studying in the UK.

He is a member of the Evaluation Committee of National Science and Technological Advancement Award and of the Evaluation Committee of Science and Technological Advancement Award of China Nuclear Engineering Group Co., Ltd. and is a visiting professor of World Nuclear University.

In 2005 the French Nuclear Association awarded him a gold prize for international cooperation.



## RESOLUTION 4 – RE-ELECTION OF MR. WEI WANG GUO AS A DIRECTOR

Background details for Mr. Wei Wang Guo are set out below:

Appointed to the Board on 9 February 2009. Mr Wang has been a securities market consultant since 2005. In 1992 Mr Wang participated in the establishment of China Securities Co. Ltd and has filled various roles up to Vice President and Chairman of the Supervisory Committee. Mr Wang has also held various management roles within the People's Bank of China and ICBC.

Mr Wang is a graduate of the Xiamen University with a Master's degree in Economics.

## RESOLUTION 5 – PROSPECTUS ISSUE

### 5.1 General

- (a) At the last AGM of the company held on 20 January 2011, the following resolution was put to shareholders (as resolution 14), and passed.

"That subject to the passing of Resolution 2, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 30,000,000 Shares at an issue price of \$0.20 per share on the terms and conditions set out in the Explanatory Statement."

As the time limit of the above approval has lapsed the company now seeks a new approval to issue pursuant to a prospectus, to be lodged by the company.

Resolution 5 seeks Shareholder approval for the allotment and issue of up to 15,000,000 Shares at an issue price of \$0.20 each (**Placement**) to raise up to \$3,000,000 (before costs of the offer). The Company intends to undertake the Placement through the issue of a prospectus as part of its re-compliance with Chapters 1 and 2 of the ASX Listing Rules (**Prospectus**). Pursuant to ASX Listing Rules 7.1, the Shares will be issued no later than three months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date.

The capital structure of the Company following completion of the Consolidation, the Share Sale Agreements and the offer pursuant to the Prospectus (assuming full subscription) are set out below:

SHARES		NUMBER
Shares on issue at the date of the Notice of Meeting		76,316,615
Shares to be issued pursuant to Prospectus		15,000,000
<b>TOTAL SHARES</b>		<b>91,316,615</b>
OPTIONS		NUMBER
Options currently on issue		10,519,000
<b>TOTAL OPTIONS</b>		<b>10,519,000</b>

Indicative Time Table for the Issue of 15,000,000 shares at \$0.20 each.

Event	Indicative Date
Announcement of Prospectus Issue	28 October 2011
Lodge Prospectus with ASIC	1 November 2011
Open Offer Pursuant to Prospectus	10 November 2011
Close Offer Pursuant to Prospectus	9 December 2011
Allotment of Shares	15 December 2011
Commencement of Trading on ASX	19 December 2011

Please note that the above timetable is indicative only and may be varied in consultation with the ASX.

## 5.2 Technical information required by the ASX Listing Rules

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (b) the maximum number of Shares to be issued is 15,000,000 Shares;
- (c) the Shares will be issued no later than three months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (d) the issue price will be \$0.20 per Share;
- (e) The Directors will issue the Shares to subscribers pursuant to the Prospectus. None of the subscribers will be related parties of the Company and no subscriber will hold an interest of 20% or greater in the capital of the Company as a result of the issue pursuant to the Placement;
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (g) The Company intends to use the funds raised from the Placement (assuming full subscription) towards meeting its stated contractual agreements, expenses associated with the Prospectus and general working capital.

## ENQUIRIES

Shareholders may contact the Company Secretary on (+61 2) 9267 5633 if they have any queries in respect of the matters set out in these documents.

---

## GLOSSARY

---

**\$** means the lawful currency of the Commonwealth of Australia if not otherwise stated.

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales, Australia.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

**Company** means CWH Resources Limited (ACN 009 230 111),.

**Constitution** means the Company's constitution.

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

**Directors** mean the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**General Meeting** means the meeting convened by the Notice of Meeting.

**Notice of Meeting** or **Notice of General Meeting** means this notice of annual meeting including the Explanatory Statement.

**Placement** means the offer of up to 15,000,000 Shares at an issue price of \$0.20 each to raise up to \$3million (before costs of the offer).

**Prospectus** means the prospectus pursuant to which the Placement is offered.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

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

# CWH Resources Ltd

ABN 23 009 230 111

## Lodge your vote:



### 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](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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

## Proxy Form

For your vote to be effective it must be received by 11.00am (AEDT) Saturday 26 November 2011

### 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

**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.

**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.

### 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.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable forms".

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.

**Turn over to complete the form →**



View the annual report, 24 hours a day, 7 days a week:

**[www.cwh.com.au](http://www.cwh.com.au)**

To view and update your securityholding:

**[www.investorcentre.com](http://www.investorcentre.com)**

**Your secure access information is:**

**SRN/HIN: I999999999**



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

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 Cwh Resources Ltd 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 Cwh Resources Ltd to be held at Computershare Registries, Level 4, Freshwater Room, 60 Carrington Street, Sydney on Monday, 28 November 2011 at 11.00am and at any adjournment of that meeting.

#### Important for Item 2 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 2, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 2).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 2 of business.



I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel.

### STEP 2 Items of Business



**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 a poll and your votes will not be counted in computing the required majority.

#### ORDINARY BUSINESS

	For	Against	Abstain
Item 2 Adopt the Remuneration Report year ended 30 June 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mr. Fu Man Chang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Mr. Wei Wang Guo as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Propectus Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### 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 / /

CWH

1 2 5 2 8 7 A

Computershare +