

Chinalco Yunnan Copper Resources Limited ACN 070 859 522

ANNUAL GENERAL MEETING

Date of Meeting: 25 May 2016 Time of Meeting: 9.30am (Brisbane time) Place of Meeting: Level 9 Waterfront Place 1 Eagle St, Brisbane

NOTICE OF GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of **CHINALCO YUNNAN COPPER RESOURCES LIMITED** ACN 070 859 522 (**Company**) will be held at Level 9 Waterfront Place, 1 Eagle St, Brisbane, on 25 May 2016, at 9.30am (Brisbane time).

AGENDA ORDINARY BUSINESS

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Consolidated Statement of Changes in Equity, Consolidated Cash Flow Statement and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 31 December 2015.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

"That, the Remuneration Report for the year ended 31 December 2015 (as set out in the Directors' Report) is adopted."

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Terms used in this Notice of Meeting are defined in the "Definitions" section of the accompanying Explanatory Memorandum.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of 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; and
- (c) either:
 - (i) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - (ii) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting Intention of the Chair.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions subject to this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Resolution 2 - Election of Xiancheng Wang as a Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That in accordance with the Company's Constitution, Xiancheng Wang, who retires in accordance with rule 36.2 of the Company's Constitution and, being eligible for election offers himself for election, be elected as a Director of the Company."

Resolution 3 - Re-Election of Zewen (Robert) Yang as a Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That in accordance with the Company's Constitution, Zewen Yang, who retires in accordance with Rule 38.1(c) of the Company's Constitution and, being eligible for re-election offers himself for re-election, be re-elected as a Director of the Company."

Resolution 4 - Ratification of prior issue of Placement Securities

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 118,249,000 Shares at an issue price of \$0.01 per Share to raise \$1,182,249 to an Exempt Investor unrelated to the Company and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 4, by any person who participated in the issue and any of their Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- (b) 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).

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

BY ORDER OF THE BOARD

Paul Marshall

Company Secretary 25 April 2016

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum is provided to Shareholders of **CHINALCO YUNNAN COPPER RESOURCES LIMITED ACN 070 859 522 (Company)** to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 9 Waterfront Place, 1 Eagle St, Brisbane, on Wednesday 25 May 2015, at 9.30am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

This Explanatory Memorandum provides Shareholders with all information known to the Company that is material to the decision on how to vote on the Resolutions to be put to the Meeting, other than such information that has been previously disclosed by the Company to its Shareholders.

RESOLUTION 1 - REMUNERATION REPORT

Remuneration Report

In accordance with section 250R of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report for the period ending 31 December 2015. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The "Two Strikes Rule"

The Corporations Act requires that listed companies must put their remuneration report to a non-binding advisory shareholder vote at the AGM (**Remuneration Report Resolution**). The "Two Strikes Rule" was introduced by the *Corporations Legislation (Improving Accountability on Director and Executive Remuneration) Act 2011* and commenced on 1 July 2011. Under the "Two Strikes Rule" if the Remuneration Report Resolution receives a "no" vote of 25% or more (a **Strike**) at two consecutive AGMs, a resolution to spill the board and hold Director re-elections, in accordance with Part 2G.2, Division 9 of the Corporations Act (**Spill Resolution**) must be put to Shareholders.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

A vote on this Resolution is advisory only and does not bind the Directors of the Company, except in relation to the "Two Strikes Rule".

Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

Members of the Key Management Personnel (**KMP**) and their Closely Related Parties (**CRP**) (**Restricted Voters**) and proxies of Restricted Voters are restricted from voting on a resolution which is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**Voting Restriction**).

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction applies to Resolution 1. However, it does not apply where:

- (a) the member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment specifies the way the proxy is to vote on the resolution; or
- (b) the Chairperson is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting (including Resolutions 1) subject to compliance with the Corporations Act.

The Proxy Form attached to this Notice has been prepared on this basis.

RESOLUTION 2 - ELECTION OF XIANCHENG WANG AS A DIRECTOR

In accordance with the Company's Constitution Mr Xiancheng Wang, who was appointed as a Director since the last Shareholders' Meeting, holds office until the Annual General Meeting and being eligible, has offered himself for election as a Director.

Mr Xiancheng Wang was appointed as a non-executive Director in March 2016 following the completion of a A\$1.18M share placement to the JCHX Group. Mr Wang is a well-known and highly regarded Chinese businessman and his skills and expertise will be of significant benefit to CYU as it pursues its activities in the DRC. A short summary of Mr Wang's achievements are set out below.

Mr Xiancheng Wang was born in August 1958 in China. He is of Chinese nationality with no permanent residence abroad. He holds a university diploma in engineering and now has a senior engineering qualification in China. He is the Chairman of JCHX Group Co., Ltd and JCHX Mining Management Co., Ltd.

Mr Wang served as a General Manager of JCHX Group Co., Ltd from December 1997 to May 2000. From March 1999 to now he served as the Chairman of the Company. From October 2010 to May 2011, Mr Wang served as the Chairman and General Manager of JCHX Mining Management Co., Ltd. From May 2011 to December 2014, he served as Chairman and President of JCHX Mining Management Co., Ltd.

The Directors (with Mr Wang abstaining) recommend that you vote in favour of this Ordinary Resolution.

RESOLUTION 3 - RE-ELECTION OF ZEWEN (ROBERT) YANG AS A DIRECTOR

Mr Zewen Yang (Appointed 31/7/2007) Executive Director, BA, MComm, MAICD

Mr Zewen Yang is a Director of China Yunnan Copper (Australia) Investment and Development Co. Limited based in Sydney.

Mr Yang has over 20 years experience in mineral resources trading and project investment areas in China and Australia. He has previously worked for China Non-Ferrous Metals Import and Export Company and has been with the Chinalco Yunnan Copper Industry (Group) since March 2004.

He has a Bachelor of Arts degree majoring in Economics and specialising in International Business from Sichuan University, China and a Masters degree of Commerce majoring in International Business from the University of New South Wales.

The Directors (with Mr Yang abstaining) recommend that you vote in favour of this Ordinary Resolution.

RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF PLACEMENT SECURITIES

ASX Listing Rules

The Company issued 118,249,000 Shares at the price of \$0.01 on 11 March 2016 to a subsidiary of Beijingbased JCHX Group Co. Ltd (the **Prior Placement Shares** or **Prior Placement**). The Prior Placement raised \$1,182,490 for the Company. The Prior Placement Shares were issued by CYU pursuant to Listing Rule 7.1 and 7.1A.

Of those placement shares:

- 70,946,252 were issued without shareholder approval under Listing Rule 7.1; and
- 47,302,748 were issued under ASX Listing Rule 7.1A (being the `Additional Placement Capital' approved by Shareholders at the 2015 Annual General Meeting).

The Company's remaining issue capacity following the placement is:

- (a) ASX Listing rule 7.1 7,869
- (b) ASX Listing rule 7.1A nil

This resolution seeks to ratify the issue of the entire Placement Shares.

Purpose of resolution and listing rule 7.1 and 7.1A

ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without shareholder approval, unless an exception applies.

Pursuant to ASX Listing Rule 7.4, an issue of securities made without shareholder approval is deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 provided that the issue did not breach the 15% limit and the company at a general meeting subsequently approves the issue.

At the 2015 Annual General Meeting the Company obtained Shareholder approval to issue up to 10% of its issued capital in addition to the 15% Limit available under ASX Listing Rule 7.1 (Additional Placement Capital). ASX Listing Rule 7.4 allows the Company to seek subsequent approval for any shares issued under the Additional Placement Capital facility. The effect of this Resolution, if passed, will allow the Company to issue a further 10% of its issued capital under the Additional Placement Capital facility until the facility expires on 26 May 2016, being 12 months from the date the facility was approved by the Shareholders at the 2015 Annual General Meeting. Shareholder ratification for the issue of the Placement Shares is now sought pursuant to ASX Listing Rule 7.4, to reinstate the Company's capacity to issue:

- (a) up to 15% of its issued capital, if required, in the next 12 months without shareholder approval under ASX Listing Rule 7.1; and
- (b) up a further 10% of its issued capital, if required between now and 26 May 2016 (being the facility expiry date) without Shareholder approval under ASX Listing Rule 7.1A.

The Company will only be able to issue a further 10% of its issued capital under the Additional Placement Capital facility in the event resolution 5 is voted down. If both Resolutions 4 and 5 are passed, the Additional Placement Capital facility will be replaced by the new 10% Placement Capacity which would apply for a 12 month period from the date of the 2016 meeting. However, if resolution 4 is passed then variable 'A' for the purposes of listing rules 7.1 and 7.1A will increase by the number of securities ratified under Resolution 4.

Notice requirements under listing rule 7.5

It is a requirement of ASX Listing Rule 7.5, that a listed entity seeking subsequent shareholder approval under listing rule 7.4 provide with the following information to Shareholders:

- (a) the total number of shares issued was 118,249,000;
- (b) the price at which the securities were issued was \$0.01;
- (c) the terms and conditions of the Shares allotted and issued are identical to the Company's existing fully paid ordinary Shares;
- (d) the shares were issued to Bienitial International Co., Ltd a subsidiary of Beijing-based JCHX Group Co. Ltd;
- (e) funds raised from the Placement are being used by CYU to continue with its proposed development and acquisition of copper opportunities in the Democratic Republic of Congo ("DRC") and for general working capital purposes.

Directors' recommendation

The Directors, with the exception of Mr Xiancheng Wang who is the Chairman of JCHX Group Co., Ltd, recommend that Shareholders vote in favour of Resolution 4.

Each Director intends to vote all Shares they own or control the right to vote in favour of Resolution 4. Voting exclusion statements are included in the Notice of Meeting.

DEFINITIONS

\$ means Australian dollars.

ASX means ASX Limited ACN 008 624 691.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

Company or CYU means Chinalco Yunnan Copper Resources Ltd ACN 070 859 522.

Corporations Act means the Corporations Act 2001 (Cth) as amended from time to time.

Key Management Personnel or KMP has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the listing rules of the ASX.

Meeting means this meeting.

Proxy Form means the proxy form accompanying the Notice.

Shareholder means shareholder of the Company.

Shares means ordinary shares in the capital of the Company.

Trading Day has the meaning given in Listing Rule 19.2.

VWAP means the volume weighted average price for Shares traded on ASX, to be determined on the basis of price and volume quotes published by Bloomberg.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Paul Marshall (Company Secretary):

Telephone: 07 3149 2113 or by email to paul@cycal.com.au

PROXY, REPRESENTATIVE AND VOTING ENTITLEMENT INSTRUCTIONS

PROXIES AND REPRESENTATIVES

Shareholders are entitled to appoint a proxy, being an individual or a body corporate, to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001 (Cth)*.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Chinalco Yunnan Copper Resources Limited GPO Box 216, Brisbane QLD 4001 Facsimile: (07) 3212 9201 (for proxy voting)

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEST) on 23 May 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

SIGNING INSTRUCTIONS

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

- Individual: Where the holding is in one name, the holder must sign.
- Joint Holding: Where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Chinalco Yunnan Copper Resources Limited

ACN 070 859 522

LODGE YOUR VOTE

BY MAIL Chinalco Yunnan Copper Resources Limited GPO Box 216 Brisbane QLD 4001



+61 7 3212 9201 **ALL ENQUIRIES TO**

Telephone: +61 7 3149 2113



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PROXY FORM

I/We being a member(s) of Chinalco Yunnan Copper Resources Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 9:30am (Brisbane time) on Wednesday, 25 May 2016 at Level 9, Waterfront Place, 1 Eagle Street, Brisbane (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

For Against Abstain*

- 2 Election of Xiancheng Wang as a Director
- 3 Re-Election of Zewen (Robert) Yang as a Director

1 Adoption of Remuneration Report

4 Ratification of prior issue of **Placement Securities**

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* If you mark the Abstain box for a particular 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.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, all securityholders must sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

CYU PRX1601C

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am** (Brisbane time) on Monday, 23 May 2016, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



Chinalco Yunnan Copper Resources Limited GPO Box 216 Brisbane QLD 4001

BY FAX

+61 7 3212 9201