



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of King Island Scheelite Limited ABN 40 004 681 734 (“Company”) will be held at Lower Ground Floor, 95 - 101 Sussex Street Sydney NSW 2000, on Tuesday 29th November 2011, commencing 2pm Sydney time.

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Date: 27th October 2011

By order of the Board of King Island Scheelite Limited

Ian Morgan
Company Secretary

ITEMS OF GENERAL BUSINESS

1. ACCOUNTS AND REPORTS

To receive and consider the financial statements and reports of the Company for the year ended 30th June 2011.

Note: There is no requirement for shareholders to approve these reports.

The statutory annual report is available for members to access and download from www.kingislandscheelite.com.au

If you would like to receive a hard copy of the statutory annual report free of charge you can contact King Island Scheelite Limited by telephoning 61 2 8622 1400.

2. ADOPTION OF THE REMUNERATION REPORT

2.1. Resolution 1:

To consider and if thought fit to pass, with or without amendment, the following resolution as a non-binding resolution:

That the Company adopt the Remuneration Report for the financial year ended 30th June 2011.

Notes:

- *This Resolution is advisory only and does not bind the Company or the directors.*
- *The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- *The Chairman of the meeting will **not** vote undirected proxies in favour of adopting the Remuneration Report.*
- *If 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.*

3. ELECTIONS OF DIRECTORS

3.1. Resolution 2:

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

That Andrew Plummer, a director retiring from office and eligible to be re-elected, be and is hereby elected as a director of the Company.

Notes:

- *Mr Plummer has consented to be re-elected a director of the Company.*
- *The non-candidate directors unanimously support the re-election of Mr Andrew Plummer.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of Mr Andrew Plummer's re-election.*

3.2. Resolution 3:

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

That Li Li, a director appointed to fill a casual vacancy since the last annual general meeting and eligible to be re-elected, be and is hereby elected as a director of the Company.

Notes:

- *Mr Li has consented to be re-elected a director of the Company.*
- *The non-candidate directors unanimously support the re-election of Mr Li.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of Mr Li's re-election.*

ITEM OF SPECIAL BUSINESS

4. RATIFICATION OF PREVIOUS SHARE ISSUE

4.1. Resolution 4:

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

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue and allotment on 20th October 2011 by the Company of 932,557 fully paid ordinary shares in the capital of the Company for an effective issue price of 29.96 cents per Share to Pacific Road Corporate Finance.

Notes:

- *For further details of the total transaction and advisory fee agreed with Pacific Road Corporate Finance, refer to page 64 of the Company's 2011 annual financial report lodged 15th September 2011.*
- *The directors unanimously support the ratification of the previous share issue to Pacific Road Corporate Finance. The Chairman of the meeting intends to vote undirected proxies in favour of the ratification of the previous share issue to Pacific Road Corporate Finance.*

5. VOTING RIGHTS AND PROXIES

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- This appointment may specify the proportion or number of votes that the proxy may exercise.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes.

5.1. HOW THE CHAIRMAN OF THE MEETING WILL VOTE UNDIRECTED PROXIES

The Chairman of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions, except for resolution 1 (Remuneration Report). Any undirected proxies held by the Chairman will not be voted on Resolution 1 (Remuneration Report).

Accordingly, if you appoint the Chairman of the meeting as your proxy, you should direct him how to vote on Resolution 1 (Remuneration Report) if you want your shares to be voted on that item of business.

5.2. PROXIES THAT ARE UNDIRECTED ON RESOLUTION 1 (REMUNERATION REPORT)

If you appoint the Chairman of the meeting as your proxy and do not direct him how to vote on Resolution 1 (Remuneration Report), he will not vote your proxy on that item of business. The same will apply if you appoint any other director of the Company, any other of its key management personnel or any of their closely related parties. Key management personnel of the Company are the directors of the Company, Chief Executive Officer, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30th June 2011. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependents and companies they control.

5.3. VOTING EXCLUSIONS

5.3.1. Resolution 1

The Company will disregard any votes cast on Resolution 1 by directors and other key management personnel of the Company and their closely related parties.

5.3.2. Resolution 4

For the purposes of ASX Listing Rules 7.5.6 and 14.11.1 and all other purposes, the Company will disregard any votes cast on Resolution 4 by:

1. Pacific Road Corporate Finance; and
2. An associate of Pacific Road Corporate Finance.

However, the Company will not disregard a vote if:

- (i) 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
- (ii) 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.

5.4. LODGING YOUR PROXY

Proxies must be sent by:

- Hand delivery to the Company's registered office at Level 1, 95 -101 Sussex Street Sydney NSW 2000;
- Post to King Island Scheelite Limited, GPO Box 5154 Sydney NSW 2001; or
- Facsimile to King Island Scheelite Limited on facsimile number +61 2 8622 1401,

so that it is received not later than 2pm Sydney time, Sunday 27th November 2011.

5.5. DATE FOR DETERMINING HOLDERS OF SHARES

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set 2pm Sydney time Sunday 27th November 2011 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of the Annual General Meeting.

Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

6. EXPLANATORY NOTES

6.1. FINANCIAL REPORTS

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 30th June 2011 will be laid before the meeting. There is no requirement for shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30th June 2011 is set out in the Company's 2011 Annual Report which is available on the Company's website www.kingislandscheelite.com.au

The Remuneration Report sets out the Company's remuneration arrangements for directors and CEO. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

The Company encourages all shareholders to cast their votes on Resolution 1 (Remuneration Report). Shareholders not attending the meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy. Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on Resolution 1 (Remuneration Report).

Key management personnel of the Company are the directors of the Company, the Chief Executive Officer, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30th June 2011. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control. If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

6.2. ELECTION OF A DIRECTOR RETIRING BY ROTATION

Under ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

Rule 16.1 of the Company's constitution requires that at every annual general meeting, one third of the Directors (other than any Managing Director) or, if their number is not a multiple of 3, then the number nearest to but not less than one third must retire from office. A Director (other than a Director who is a Managing Director) must retire from office at the conclusion of the third annual general meeting after which the Director was elected or re-elected. A Retiring Director retains office until the dissolution or adjournment of the meeting at which the Retiring Director retires.

Rule 16.2 of the Company's constitution requires that the Directors to retire are the Directors or Director longest in office since last being elected.

Accordingly, Mr Andrew Plummer is due to retire at the end of the meeting and offers himself for re-election to the Board.

Andrew Plummer Independent Non-Executive Director, B.S. Mining Eng (Colorado School of Mines), (appointed 1st March 2006)

Andy has over 30 years of experience in the investment banking and mining industries. He was most recently an executive director of Excel Coal Limited (for the period 8th July 1987 to 10th October 2006), responsible for the company's business development activities. He has worked in the Australian banking and finance industry since 1985 with Eureka Capital Partners, Resource Finance Corporation and Westpac. Prior to that, he was employed in a variety of management and technical positions with ARCO Coal, Utah International and Consolidation Coal. He is also an Executive Director of publicly listed Whitehaven Coal Ltd (appointed 3rd May 2007), and a Director of XLX Pty Ltd and Chairman of Ranamok Glass Prize Ltd.

6.3. ELECTION OF A DIRECTOR APPOINTED TO FILL A CASUAL VACANCY

Rule 13.2 of the Company's constitution provides that the Board has the power at any time to appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board. Any Director appointed under this rule may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting but is not to be taken into account in determining the number of Directors who are to retire by rotation at the meeting.

Accordingly, Mr Li holds office only until the end of the meeting and offers himself for re-election to the Board.

Li Li Independent Non-Executive Director, Bachelor of Industrial Automation (Central South University of Technology) EMBA (Hunan University), (appointed 18th May 2011)

Mr Li graduated from Zhuzhou Metallurgy Industrial School in 1982 and received his bachelors degree in industrial automation from Central South University of Technology in 1989. Mr Li studied economic law at postgraduate level from 1999 to 2001, during which time he participated in a senior executive training program organised by the China National Nonferrous Metals Corporation Changsha Branch at the University of Maryland in the United States. He holds an Executive Master of Business Administration for Senior Management at Hunan University.

Mr Li held various positions at Zhuzhou Cemented Carbides Group Co., Ltd from 1982 to 2004. He was a deputy secretary and secretary of the party committee of the Zhuying Plant from 1998 to 2002, and party secretary and deputy chairman from 2002 to 2004. He served as a member of party committee and the deputy general manager of Hunan Nonferrous Metals Holding Group Co., Ltd from 2004 to 2005.

Mr Li is a member of the Chinese People's Political Consultative Conference of Hunan Province and a director of Hunan Nonferrous Metals Corporation Limited.

Mr Li is a director of Abra Mining Limited (ASX: All) (appointed 12th October 2010). (Following its compulsory acquisition by Hunan Non Ferrous Metals Corp, Ltd, Abra Mining Limited was delisted on 4th August 2011)

6.4. APPROVALS REQUIRED

ASX Listing Rule 7.1 provides that, without approval of the Shareholders, the Company must not issue or agree to issue more equity securities if such issue, if aggregated with the securities issued by the Company during the previous 12 months, would be such amount that would exceed 15% of the issued shares at the commencement of that 12 month period (subject to certain exemptions not relevant to the Company's present circumstances).

Although the issues of 932,557 Shares were within the 15% prescribed limit when issued, Shareholder approval was not obtained prior to the issues of those Shares.

However, ASX Listing Rule 7.4 treats the issues of those Shares made without the approval under ASX Listing Rule 7.1 as having been made with approval, for the purposes of ASX Listing Rule 7.1, if those issues did not breach ASX Listing Rule 7.1 and Shareholders subsequently approve them.

That issue did not breach ASX Listing Rule 7.1.

Under Resolution 4, the Company seeks the ratification by the Shareholders of the issues and allotments of the Shares, so as to 'refresh' the effect of ASX Listing Rule 7.1 on any further issues of securities in the next 12 months.

6.5. RATIFICATION OF PREVIOUS SHARE ISSUE

For the purposes of the ASX Listing Rule 7.5, the following information is given to Shareholders:

Issue Date: 20th October 2011

ASX Listing Rule 7.5.1: *Number of Shares:* 932,557

ASX Listing Rule 7.5.2: *Issue Price:* Effectively 29.96 cents each Share being for payment of advisory fees totalling \$279,394.

ASX Listing Rule 7.5.3: *Terms of the securities:* the issued shares are fully paid ordinary shares and are on the same terms as existing fully paid ordinary shares in the Company.

ASX Listing Rule 7.5.4: *Allottee:* Pacific Road Corporate Finance.

ASX Listing Rule 7.5.5: *Use or intended use of the funds raised:* The funds raised by the issue and allotment of Shares to Pacific Road Corporate Finance were applied to payment of an advisory fee charged by Pacific Road Corporate Finance.

For further details of the total transaction and advisory fee agreed with Pacific Road Corporate Finance, refer to page 64 of the Company's 2011 annual financial report lodged 15th September 2011.

ASX Listing Rule 7.5.6: *A voting exclusion statement:* A voting exclusion statement is included at paragraph 5.3.2 of this Notice.

6.6. GLOSSARY

- AGM or Annual General Meeting means the annual general meeting to commence 2pm Sydney time on Tuesday 29th November 2011 and notified to the Company's Shareholders by this Notice.
- Associate has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act.
- ASX means ASX Limited ABN 98 008 624 691.
- ASX Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time.
- Board or Board of Directors means the board of Directors of the Company.
- Company means King Island Scheelite Limited (ABN 40 004 681 734).
- Constitution means the constitution of the Company, as amended from time to time.
- Corporations Act 2001 means the Corporations Act 2001 (Commonwealth).
- Explanatory Notes means the notes included in the Notice which convened this meeting.
- Notice means this notice of Annual General Meeting.
- Pacific Road Corporate Finance means Pacific Road Corporate Finance Pty Ltd ABN 98 003 464 980.

- Remuneration Report means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30th June 2011 and which is set out in the 2011 Annual Report.
- Share means a fully paid ordinary share in the issued capital of the Company and Shares has a corresponding meaning.
- Shareholder means shareholder of the Company and Shareholders has a corresponding meaning.

6.7. REGISTERED OFFICE:

King Island Scheelite Limited (ABN: 40 004 681 734)
Level 1, 95-101 Sussex Street Sydney NSW 2000
Telephone: +61 2 8622 1400
www.kingislandscheelite.com.au



PROXY FORM

I/We, _____
(name / address)

being a member/s of King Island Scheelite Limited ABN 40 004 681 734 ("Company") hereby appoint

(name / address)

or failing him or her the Chairman of the Meeting¹ as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at Lower Ground Floor, 95 - 101 Sussex Street Sydney NSW 2000, on Tuesday 29th November 2011, commencing at 2pm Sydney time, and at any adjournment of that meeting.

¹If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business. The Chairman of the meeting, Directors, Chief Executive Officer, and other Key Management Personnel of the Company and their closely related parties (see the Notice of Meeting and overleaf) will not cast any votes in respect of Resolution 1 (Remuneration Report) that arise from undirected proxies that they hold.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolutions. Votes cast by the Chair of the meeting for the resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolutions. Excepting for open proxies received on Resolution 1, where the Chair will not cast a vote, the Chair intends to vote 100% of all open proxies in favour of all other Resolutions.

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 vote will not be counted in computing the required majority on a poll.

This proxy is to be used in respect of all / _____% (number) of the Ordinary Shares I / we hold.

I/We instruct my/our proxy to vote as follows (the resolutions are numbered as in the Notice of Annual General Meeting):

	For	Against	Abstain
To consider and, if thought fit, to pass, with or without amendment, the following resolutions as ordinary resolutions:			

Resolution 1: To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: To elect Andrew Plummer as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: To elect Li Li as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: To ratify the issue and allotment of 932,557 Shares to Pacific Road Corporate Finance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated: _____ 2011

Individuals and joint holders

Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary

Instructions for Completing Proxy Form

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. You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote. 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 one item, your vote on that item will be invalid.
3. If the Chairman of the meeting or another of the Key Management Personnel of the Company or their closely related parties is your proxy, that person will not vote your shares on Resolution 1 (Remuneration Report) if you have not directed them how to vote on that item. Key management personnel of the Company are the directors of the Company, the Chief Executive Officer, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30th June 2011. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.
4. 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 2001.
5. 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 2001. Section 127 of the Corporations Act 2001 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.
6. For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act 2001, 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.
7. 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.
8. 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.
9. To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:
 - Hand delivery to the Company's registered office at Level 1, 95-101 Sussex Street Sydney NSW 2000;
 - Post to King Island Scheelite Limited, GPO Box 5154 Sydney NSW 2001; or
 - Facsimile to King Island Scheelite Limited on facsimile number +61 2 8622 1401,

so that it is received not later than 2pm Sydney time, Sunday 27th November 2011.

Proxy forms received later than this time will be invalid.

10. Chapter 2C of the Corporations Act 2001 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 this form.



APPOINTMENT OF CORPORATE REPRESENTATIVE

Pursuant to Section 250D of the Corporations Act 2001

_____ (ABN/ACN/ARBN

_____)
(Insert name of Shareholder/Body Corporate & ACN/ARBN)

Hereby Authorises

(Insert name of appointee)

- (*). 1. To act as the Company's representative at all General Meetings of King Island Scheelite Limited (ABN 40 004 681 734).
- (*). 2. To act as the Company's Representative at the Annual General Meeting to be held at 2pm Sydney time on Tuesday 29th November 2011 and any adjournment thereof.

Dated this _____ day of _____ 2011

Executed by the corporation in accordance with its Constitution/Section 127 of the Corporations Act 2001 in the presence of:

(*). Director

(*). Sole Director & Sole Secretary

(*). Director/Secretary

Affix Common Seal here (optional)

(*). Delete if not applicable

This authority may be sent to the registered office or share registry office of the Company in advance of the meeting as set out in the Notice of Annual General Meeting which this appointment accompanies or handed in at the Annual General Meeting when registering as a company representative. In either case, the authority will be retained by the Company.