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Copies of this Document are being sent to Shareholders. If you have sold or otherwise transferred all of your shares in Polo Resources Limited please forward this Document and the accompanying Form of Proxy and Form of Instruction at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your holding in shares in Polo Resources Limited you should retain this Document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The distribution of this Document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy shares in Polo Resources Limited.

**A beneficial shareholder who receives a voting instruction form cannot use that form to vote Ordinary Shares directly at the Annual General Meeting. The voting instruction form must be returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (or instructions respecting the voting of Ordinary Shares must be communicated to Computershare Investor Services (Jersey) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY well in advance of the Annual General Meeting in accordance with the procedures set forth in the form) in order for a beneficial shareholder to have its Ordinary Shares voted at the Annual General Meeting.**

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**POLO RESOURCES LIMITED**

*(Incorporated and registered in the British Virgin Islands with registered number 1406187)*

**Notice of 2019 Annual General Meeting of Shareholders**

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Notice of a Meeting of Shareholders to be held at 10.00 a.m. Kuala Lumpur Time (2.00 a.m. GMT) on 21 January 2020 at Suite 8.01 8th Floor, Menara IGB Mid Valley City, Lingkaran Syed Putra, Kuala Lumpur, 59200, Malaysia, is set out at the end of this document. A Form of Proxy for holders of Ordinary Shares for use at the Annual General Meeting of Shareholders accompanies this Document and, to be valid, must be completed and returned to Computershare Investor Services (Jersey) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. As an alternative to completing the hard-copy Form of Proxy, you can appoint a proxy electronically by following the instructions set out on the Form of Proxy. In either case the Form of Proxy must be returned as soon as possible but in any event to be received not later than 2.00 a.m. GMT on 17 January 2020 or 48 hours before any adjourned meeting. A Form of Instruction for holders of Depositary Interests for use at the Annual General Meeting of Shareholders accompanies this Document and, to be valid, must be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible but in any event to be received not later than 4.00 p.m. GMT on 16 January 2020 or 72 hours before any adjourned meeting. The return of one or more completed Forms of Proxy or Forms of Instruction will not prevent you from attending the Annual General Meeting of Shareholders and voting in person if you wish to do so (and are so entitled).

A summary of the action to be taken by Shareholders of the Company is set out in the Notice of Meeting of Shareholders set out at the end of this Document.

Depositary Interest holders or a beneficial holder who wishes to attend the meeting should email [!UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk) in advance to request a Letter of Representation from the Depositary.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b>Event</b>	<b>Expected time / date</b>
Publication of this document	31 December 2019
Latest time and date for receipt of Forms of Instruction	4.00 p.m. 16 January 2020
Latest time and date for receipt of Forms of Proxy	2.00 a.m. 17 January 2020
<b>Meeting of Shareholders</b>	2.00 a.m. 21 January 2020

### **Notes:**

- (1) All times shown in this document are London GMT times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes, the revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange.
- (2) If the Annual General Meeting of Shareholders is adjourned, the latest time and date for receipt of Forms of Proxy and Forms of Instruction for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange.

## DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

“Act”	The BVI Business Companies Act, 2004 as amended and includes regulations made under the Act
“AIM”	AIM, a market operated by the London Stock Exchange;
“AIM Rules”	the rules of the London Stock Exchange governing admission to, and operation of, AIM and comprising the AIM Rules for Companies and the AIM Rules for Nominated Advisers;
“Annual General Meeting of Shareholders” or “Meeting”	the Annual General Meeting of Shareholders to be held at Suite 8.01 8th Floor, Menara IGB Mid Valley City, Lingkaran Syed Putra, Kuala Lumpur, 59200, Malaysia at 10.00 a.m. Kuala Lumpur Time (2.00 a.m. GMT) on 21 January 2020, notice of which is set out at the end of this document, or any adjournment of that meeting;
“CREST”	the computerised settlement system used to facilitate the transfer of title to shares in uncertificated form;
“Depositary”	Computershare Investor Services Plc of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY;
“Depositary Interests”	interests representing Ordinary Shares, issued through the Depositary, held by investors in the Company in CREST;
“Directors” or the “Board”	the directors of the Company whose names are set out on page 4 of this document;
“Form of Instruction”	the form of instruction for holders of Depositary Interests in connection with the Annual General Meeting of Shareholders;
“Form of Proxy”	the form of proxy for use by holders of Ordinary Shares in connection with the Meeting of Shareholders;
“Notice”	the notice of the Meeting of Shareholders set out at the end of this document;
“Ordinary Shares”	ordinary shares of no par value in the capital of the Company;
“Polo” or the “Company”	Polo Resources Limited (incorporated and registered in the British Virgin Islands with registered number 1406187) whose registered office is at Craigmuir Chambers, Road Town, Tortola, British Virgin Islands;
“Registrar”	Computershare Investor Services (Jersey) Ltd.;
“Resolution”	the resolution set out in the Notice to be proposed at the Meeting of Shareholders;
“Shareholders”	holders of Ordinary Shares.

## PART I

### LETTER FROM THE CHAIRMAN

#### POLO RESOURCES LIMITED

*(Incorporated and registered in the British Virgin Islands with registered number 1406187)*

*Directors:*

Datuk Michael Tang (*Executive Chairman*)  
Gary Lye (*Non-Executive Director*)  
Kian Meng Cheah (*Non-Executive Director*)

*Registered Office:*

Craigmuir Chambers  
P.O. Box 71  
Road Town  
Tortola  
British Virgin Islands

To the holders of existing Ordinary Shares

31 December 2019

Dear Shareholder

### Notice of Annual General Meeting of Shareholders

#### 1. Introduction

You will find enclosed with this letter a copy of the Company's Annual Report and Financial Statements for the year ended 30 June 2019. This letter explains the business set out in the Notice convening the Company's Annual General Meeting of Shareholders for 21 January 2020 at 10.00 a.m. Kuala Lumpur Time (2.00 a.m. GMT) at Suite 8.01 8th Floor, Menara IGB Mid Valley City, Lingkaran Syed Putra, Kuala Lumpur, 59200, Malaysia.

This letter also explains why the Directors recommend that Shareholders vote in favour of the Resolutions proposed at the Annual General Meeting of Shareholders.

#### Resolutions at the Annual General Meeting of Shareholders

##### *Resolution No. 1: Receiving and Adopting the Accounts*

To approve the Company's annual accounts for the financial year ended 30 June 2019 together with the last directors' report and auditors' report on those accounts.

##### *Resolution No. 2: Auditor's Reappointment and Remuneration*

To re-appoint Chapman Davis LLP as auditors to hold office from the conclusion of the Meeting to the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the audit committee of the board of Directors to fix their remuneration.

##### *Resolutions No. 3: – Reappointment of Directors*

The Board is committed to maintaining high standards of corporate governance. The Listing Rules of the Financial Services Authority incorporate the UK Corporate Governance Code which sets out the principles of Good Governance, and the Code of Best Practice for listed companies. No directors have joined the Company since its last Annual General Meeting. Taking due regard of the principles of Good Governance, the Directors offer themselves for re-election at intervals of no more than three years. Datuk Michael Tang accordingly has agreed to stand down as a director and, being eligible offers himself for re-election.

## 2. Action to be taken by Shareholders

In addition to the Company's annual accounts for the financial year ended 30 June 2019, Shareholders will find enclosed in this Document a Form of Proxy and holders of Depositary Interests will find enclosed a Form of Instruction for use at the Meeting of Shareholders.

Whether or not you intend to be present at the Meeting, Shareholders are requested to complete, sign and return your Form of Proxy to Computershare Investor Services (Jersey) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. As an alternative to completing the hard-copy Form of Proxy, you can appoint a proxy electronically by following the instructions set out on the Form of Proxy. In either case the Form of Proxy must be returned as soon as possible but in any event to be received not later than 2.00 a.m. GMT on 17 January 2020 or 48 hours before any adjourned meeting. The completion and return of a Form of Proxy will not preclude you from attending the Meeting of Shareholders and voting in person should you wish to do so.

Holders of Depositary Interests are requested to complete, sign and return your Form of Instruction appointing Computershare Company Nominees Limited (the "Custodian") to vote the underlying Ordinary Shares on their behalf at the Meeting of Shareholders to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible but, in any event, so as to arrive no later than 4.00 p.m. GMT on 16 January 2020. A holder of Depositary Interests has no right to attend and vote the underlying Ordinary Shares at a Meeting of Shareholders and should therefore complete and return the Form of Instruction so that the Custodian may vote on their behalf. However, if either a holder of Depositary Interests or their representative does wish to attend and/or vote at the Meeting of Shareholders they should request a Letter of Representation from the Custodian in accordance with the instructions on the Form of Instruction.

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com).)

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 4.00 p.m. GMT on 16 January 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

### Board Recommendation

The Board unanimously considers the Resolutions to be in the best interests of the Company and of Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the Resolutions to be proposed at the Meeting of Shareholders as they intend to do in respect of their own beneficial holdings of Ordinary Shares representing at the date of this document approximately 22.95 per cent. of the issued Ordinary Shares of the Company.

Yours sincerely,

**Datuk Michael Tang, PJN**  
*Executive Chairman*

## PART II

### POLO RESOURCES LIMITED

(Incorporated and registered in the British Virgin Islands with registered number 1406187)

#### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Shareholders of the above-named company ("**the Company**") will be held at Suite 8.01 8th Floor, Menara IGB Mid Valley City, Lingkaran Syed Putra, Kuala Lumpur, 59200, Malaysia, on 21 January 2020 at 10.00 a.m. Kuala Lumpur Time (2.00 a.m. GMT) for the following purposes:

#### Annual report and Financial Statements

1. To approve the Financial Report in respect of the Company and its entities for the period ended 30 June 2019, together with the Directors' Report in relation to that financial period and the Auditor's Report in respect of the Financial Report.

#### Reappointment of auditors

2. To reappoint Chapman Davis LLP as the auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Audit Committee of the Board to determine the auditor's remuneration.

#### Directors appointment since the last Annual General Meeting

3. To reappoint Datuk Michael Tang, who retires by rotation but, being eligible, offers himself for re-election.

Biographical information on all directors can be found on page 20 of the Financial Report for the period ended 30 June 2019.

Registered Office  
Craigmuir Chambers  
Road Town  
Tortola  
British Virgin Islands

Datuk Michael Tang, PJN  
Executive Chairman  
by order of the Board

31 December 2019

#### Notes:

(i) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.

(ii) A Form of Proxy is enclosed with this Notice for use in connection with the business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services (Jersey) Limited c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by not later than 2.00 a.m. GMT on 17 January 2020. As an alternative to completing the hard-copy Form of Proxy, you can appoint a proxy electronically by following the instructions set out on the Form of Proxy.

(iii) A Form of Instruction to appoint Computershare Nominees Company Limited (the Custodian) to vote on behalf of the holders of Depositary Interests is enclosed with this Notice for use in connection with the business set out above. To be valid, Forms of Instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by not later than 4.00 p.m. GMT on 16 January 2020.

(iv) Completion and return of a Form of Proxy does not preclude a member from attending and voting at the Meeting or any adjournment thereof in person (if so entitled).

(v) In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

(vi) To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at 6.00 p.m. GMT on 17 January 2020. For Depositary Interest holders the entitlement date to attend and vote is 6.00 p.m. on 16 January 2020.

(vi) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

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