

# **KEMIN RESOURCES PLC**

*(Incorporated in England and Wales with registered number 4674237)  
(ISIN GB00B8T2QJ39)*

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Kemin Resources plc (the "**Company**") will be held at the offices of BDO LLP at 55 Baker Street, London W1U 7EU on 30 June 2014 at 10.00am for the following purposes:

### **Ordinary Business**

1. To receive and adopt the report of the directors and the audited financial statements for the year ended 31 December 2013 and the report of the auditors
2. To confirm the appointment of Ashar Qureshi as a director of the Company in accordance with the Articles of Association
3. To confirm the appointment of Kanat Assaubayev as a director of the Company in accordance with the Articles of Association
4. To re-appoint, as a director of the Company, Sanzhar Assaubayev, who retires in accordance with Article 101 of the Company's Articles of Association and offers himself for re-appointment
5. To re-appoint, as a director of the Company, William Trew, who retires in accordance with Article 101 of the Company's Articles of Association and offers himself for re-appointment
6. To appoint BDO LLP as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting of the Company at which financial statements are laid and to authorise the directors of the Company to determine their remuneration

### **Special Business**

To consider, and if thought fit, to pass the following resolutions, of which Resolution 7 will be proposed as an Ordinary Resolution and Resolutions 8 and 9 will be proposed as Special Resolutions:

7. THAT the directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "**Act**"), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £582,777.67 and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired.
8. THAT, conditional on the passing of Resolution 7 above, the directors be and they are hereby empowered pursuant to Section 570 of the Act, in substitution for all previous powers granted to them, to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 7 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - (a) the allotment of ordinary shares in connection with an issue in favour of shareholders in proportion (or as nearly as may be practicable) to the respective number of ordinary shares in the capital of the Company held by them on the record date for such allotment but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal or practical problems in or under the laws of any territory, or the requirements of any recognised regulatory body or any stock exchange; and
  - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £349,666,

and this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company .

The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

## BY ORDER OF THE BOARD

Rajinder Basra,  
Company secretary  
6 June 2014

### Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy the form of proxy. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. To be valid, the enclosed form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, **Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU** by hand, or sent by post, so as to be received not less than 48 hours (excluding non-working days) before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
4. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
5. The Company has specified that only those members entered on the register of members at 6pm on 26 June 2014 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 1p each in the capital of the Company held in their name at that time. Changes to the register after 6pm on 26 June 2014 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Any amendments you make to the form of proxy must be initialled by you.
7. In the case of joint holders, the vote of the senior joint holder, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. Seniority will be determined by the order in which the joint holders stand in the register of members.
8. **Resolutions 2 and 3** - Having been appointed by the board since the last general meeting, Kanat Assaubayev and Ashar Qureshi must retire in accordance with Article 107 of the Company's Articles of Association, and being eligible are offering themselves for re-election.
9. **Resolutions 4 and 5** – Article 101 of the Company's Articles of Association requires that one third (or the number nearest to, but greater than, one third) of the directors of the Company who are subject to retire by rotation in accordance with Article 102, must retire and, if they are eligible, offer themselves for re-election
10. **Resolution 7** – This resolution, to be proposed as an Ordinary Resolution, relates to the grant to the directors of the authority to allot Ordinary Shares and grant rights to subscribe for or convert securities into Ordinary Shares with such authority expiring at the conclusion of the Annual General Meeting of the Company, unless the authority is renewed or revoked prior to such time. This authority is limited to the issue of a maximum of 58,277,767 Ordinary Shares representing 38% of the Company's entire issued ordinary share capital as at the date of this notice.
11. **Resolution 8** – The Act requires that if the directors decide to allot Ordinary Shares in the Company the shares proposed to be issued be first offered to existing shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. However, to act in the best interests of the Company the directors may require flexibility to allot shares for cash without regard to the provisions of Section 561(1) of the Act. Therefore this resolution, to be proposed as a Special Resolution, seeks authority to enable the directors to allot equity securities for cash free of such pre-emption rights, with such authority expiring at the conclusion of the Annual General Meeting of the Company to be held in 2014. This authority is limited to the allotment of a maximum of 34,966,600 Ordinary Shares representing 23% of the Company's entire issued ordinary share capital as at the date of this notice.