

FEORE LIMITED

EXEMPT COMPANY NO. 45631

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00PM (HKT)

DATE: 31 OCTOBER 2012

**PLACE: UNITED CONFERENCE CENTRE, 10/F, UNITED CENTRE, 95 QUEENWAYS,
HONG KONG**

This Notice of Annual General 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 at (612) 8298 2008.

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	7
Proxy Form	8

TIME AND PLACE OF MEETING AND HOW TO VOTE

TIME, DATE AND VENUE

The Annual General Meeting of the Company to which this Notice of Meeting relates will be held at 2:00pm (HKT) on 31 October 2012 at:

United Conference Centre
10/F, United Centre
95 Queensway
Hong Kong

YOUR VOTE IS IMPORTANT

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

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Annual General Meeting, a Share will be taken to be held by the person who is registered as holding the Share at 7:00pm (AEDT) two days before the date of the Annual General Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2012 Annual General Meeting of the Company will be held at 2:00pm (HKT) on 31 October 2012 at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong.

The Explanatory Statement 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.

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

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive the annual financial report of the Company and its controlled entities for the period from 1 August 2011 to 30 June 2012 together with the declaration of the directors, the directors' report and the auditor's report.

1. RESOLUTION 1 – FIXING THE NUMBER OF DIRECTORS

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

“That the maximum number of Directors for the time being be nine (9), and that the Directors be and are hereby authorized to fill any vacancies on the Board of Directors of the Company and to appoint additional Directors up to the maximum number determined as aforesaid or such other maximum number as may be determined from time to time by the members of the Company in general meeting .”

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR. TIM SUN

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

“That Mr. Tim Sun, a Director, who ceases to hold office pursuant to Bye-law 87(2) of the Bye-Laws of the Company, and being eligible and recommended by the Board of Directors of the Company for re-election, is re-elected as a Director.”

Note: Mr. Quintus Roux, who will be retiring pursuant to Bye-law 88(2) of the Bye-laws of the Company and although eligible, has given notice to the Company that he does not wish to stand for re-election (see Explanatory Note 4).

3. RESOLUTION 3 – APPOINTMENT OF AUDITOR

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

“That Ernst & Young are appointed as auditor of the Company until the close of the next annual general meeting at a fee to be determined by the Directors.”

DATED: 8 October 2012

BY ORDER OF THE BOARD

**TIM SUN
CHAIRMAN**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be considered at the Annual General Meeting to be held at 2:00pm (HKT) on 31 October 2012 at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong.

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 at the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the period from 1 August 2011 to 30 June 2012 together with the declaration of the directors, the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. Shareholders are entitled at any time by giving notice in writing to the Company's share registry, Computershare Investor Services Pty Limited (by post to Level 4, 60 Carrington Street, Sydney NSW 2000, Australia) to elect to receive a hard copy of the Company's annual financial report. The Company will within 7 days upon receiving your request send the hard copy of the Company's annual financial report to you free of charge.

The Company's annual financial report is available on its website at <http://www.feore.com> under the investor information section under the tab headed "Financial Information".

2. RESOLUTION 1 – FIXING THE NUMBER OF DIRECTORS

Bye-law 87(1) of the Bye-Laws provides that the maximum number of Directors is to be fixed by the Board, but may not be more than nine (9) unless the Company in general meeting determines otherwise. The Directors are authorised to fill additional vacancies and the Directors may do so if it is determined that the governance needs of the Company require additional skills and directors and that the proposed directors are appointed in accordance with the Company's Bye-laws.

Pursuant to Resolution 1, approval is sought for the fixing of the maximum number of Directors at nine (9).

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR. TIM SUN

On 20 September 2011, the Board appointed Mr. Tim Sun as a Director of the Company by casual appointment.

Rule 14.4 of the ASX Listing Rules provides that a Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company. This rule does not apply to the managing director. Bye-law 87(2) of the Bye-Laws also requires that a Director appointed by the Board who is not a managing director to fill a casual vacancy, or as an addition to the Board, shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election

at that meeting.

The Company seeks Shareholders' approval for the appointment of Mr. Tim Sun as a Director of the Company pursuant to Resolution 2.

4. RETIREMENT OF DIRECTOR – MR. QUINTUS ROUX

Bye-law 88 of the Bye-Laws requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest to but not exceeding one-third, shall retire from office, provided always that no Director (except a managing director) may hold office for a period in excess of 3 years, or beyond the third annual general meeting following his or her appointment, whichever is the longer, without retiring.

Bye-law 90 of the Bye-Laws requires the Directors to retire at an annual general meeting are those who (1) wish to retire and not to offer himself or herself for re-election, and (2) have been longest in office since their last re-election or appointment, but, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Mr. Tim Sun, who was appointed by the Board pursuant to Bye-law 87(2) of the Bye-Laws, is not subject to retirement by rotation at this Meeting.

Bye-law 89 of the Bye-Laws provides that a Director who retires by rotation under Bye-law 88 of the Bye-Laws is eligible for re-election.

Following the determination by agreement among Mr. Bruce Higgins, Ms. Christina Mu and Mr. Quintus Roux pursuant to Bye-law 90, Mr. Quintus Roux will retire at this Meeting and will not be seeking re-election.

5. RESOLUTION 3 – APPOINTMENT OF AUDITOR

Bye-law 155 of the Bye-Laws provides that members of the Company at each annual general meeting shall appoint an auditor to hold office until the close of the next annual general meeting. In addition, Bye-law 157 of the Bye-Laws provides that the remuneration of the auditor of the Company shall be fixed by the shareholders or in such manner as the shareholders of the Company may determine.

Ernst & Young be the Company's auditors. Pursuant to Resolution 3, approval is sought for the re-appointment of Ernst & Young as the Company's auditors until the close of the next annual general meeting at a fee to be determined by the Directors.

6. ENQUIRIES

Shareholders are requested to contact the Company Secretary on (612) 8298 2008 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

AEDT means Australian Eastern Daylight Time.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

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.

Bye-Laws means the Company's Bye-Laws.

Company means FeOre Limited (ARBN 152 971 821).

Companies Act means the Companies Act 1981 of Bermuda.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

HKT means Hong Kong time as observed in the Hong Kong SAR.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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.