

25 October 2012

Company Announcements Office  
ASX Limited  
Level 4, 20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

### **Notice of Annual General Meeting**

Attached is the notice for the Red Hill Iron Limited Annual General Meeting to be held on 30 November 2012.

Yours faithfully

P.C.Ruttledge  
Company Secretary

# RED HILL IRON LIMITED

ABN 44 114 553 392

## Notice of Annual General Meeting

Notice is hereby given that the 2012 Annual General Meeting of Red Hill Iron Limited will be held at the **Celtic Club, 48 Ord Street Street, West Perth**, on **Friday 30 November 2012** commencing at **3.00 pm** to conduct the following business:

### 1. Financial statements and reports

To receive and consider the financial statements for Red Hill Iron Limited for the year ended 30 June 2012 together with the directors' report and auditor's report as set out in the 2012 Annual Report.

### 2. Resolution 1: Re-election of a director

To consider, and if thought fit to pass the following resolution as an ordinary resolution:

"That Mr Garry Strong, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

### 3. Resolution 2: Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2012, as disclosed in the 2012 Annual Report, be adopted."

#### Voting Exclusion Statement

In accordance with subsection 250R(4) of the Corporations Act, a vote on Resolution 2 must not be cast, by or 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.

However, subsection 250R(5) provides that a person described above may vote on Resolution 2 if:

- (a) the person does so as a proxy, appointed by writing, that states how the proxy is to vote on the resolution; and
- (b) the vote is not cast on behalf of a person prohibited from voting on the resolution, as described above.

**An Explanatory Memorandum accompanies this notice.**

#### PROXIES

A form of proxy is enclosed herewith. A member entitled to attend and vote at a meeting is entitled to appoint not more than two other persons (whether members or not) to attend the meeting and, on a poll, to vote instead of him/her. Where a member appoints two proxies, the proportion of the member's voting rights given in favour of each proxy must be specified. Proxies must be lodged at the registered office of the Company not later than 48 hours before the meeting. Proxies may be lodged by fax.

#### ENTITLEMENT TO VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members registered as holding ordinary shares at 3.00pm Perth time on 28 November 2012 will be entitled to attend and vote at the annual general meeting.

BY ORDER OF THE BOARD



**P C RUTLEDGE**  
Company Secretary

12 October 2012

**Registered Office:**  
Second Floor 9 Havelock Street  
West Perth WA 6005

**Mailing Address:**  
PO Box 1160 West Perth WA 6872

Telephone: 61 8 9481 8627  
Facsimile: 61 8 9481 8445  
Email: redhillinfo@redhilliron.com.au  
Web: www.redhilliron.com.au

## Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders of Red Hill Iron Limited (“Red Hill Iron” or “the Company”) in connection with the business to be conducted at the annual general meeting of shareholders to be held on Friday 30 November 2012 (“the Meeting”).

This Explanatory Memorandum should be read in conjunction with the Notice of Annual General Meeting (“the Notice”).

The following matters should be noted in respect of the agenda items in the Notice:

### 1. Financial Statements and Reports

The financial statements, directors’ report and auditor’s report for the year ended 30 June 2012, as set out in the 2012 Annual Report, are placed before the meeting. Shareholders will be given reasonable opportunity to discuss these documents and ask questions.

*For those shareholders who have elected not to receive a hard copy of the Annual Report, it can be accessed on the Company’s website at [www.redhilliron.com.au](http://www.redhilliron.com.au)*

### 2. Resolution 1 – Re-election of Mr Garry Strong as a director

Pursuant to Clause 14.4(a) of the Company’s Constitution Mr Garry Strong will retire by rotation at the annual general meeting and, being eligible, offers himself for re-election.

Mr Strong has been a non-executive director of the Company since its formation.

Details of the qualification and experience of Mr Strong are set out in the 2012 Annual Report for the Company.

The directors (other than Mr Strong) recommend the re-election of Mr Strong.

### 3. Resolution 2 – Adoption of the Remuneration Report

The directors’ report for the year ended 30 June 2012 contains the Remuneration Report, which sets out the Company’s policy for the remuneration of the directors and certain of its executives.

Section 250R of the Corporations Act requires that a resolution be put to Shareholders that the Remuneration Report be adopted, but expressly provides that the vote is advisory only and does not bind the directors or the Company.

Sections 250U to 250Y provide shareholders with the opportunity to remove the directors from office if 25% or more of the votes are cast against adoption of the Remuneration Report at two consecutive annual general meetings (“Two Strikes Rule”).

Under the Two Strikes Rule, where 25% or more of the votes are cast against adoption of the Remuneration Report at two consecutive annual general meetings, the Company is required to put an ordinary resolution (“Spill Resolution”) to the second such meeting as to whether another general meeting should be held within 90 days at which all directors (other than the Managing Director) who were in office at the date of approval of the applicable directors’ report must stand for re-election.

Since the Remuneration Report put to the previous annual general meeting of the Company was adopted by a majority of more than 75% of votes, there is no requirement to put a Spill Resolution to this annual general meeting.

Shareholders will be given reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

# RED HILL IRON LIMITED

ABN 44 114 553 392

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West Perth WA 6005

**Mailing Address:**

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Facsimile: 61 8 9481 8445

Email: redhillinfo@redhilliron.com.au

Web: www.redhilliron.com.au

## Proxy Form

I/we.....(full name, block letters)

of.....  
being a member of **Red Hill Iron Limited** hereby appoint

.....  
or, failing him, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the company to be held at **3.00pm on Friday 30 November 2012**, and at any adjournment thereof in accordance with the directions indicated below.

### Chairman's Voting Intentions

**Resolution 1** The Chairman of the meeting will vote undirected proxies FOR Resolution 1.

**Resolution 2** The Chairman of the meeting will NOT vote undirected proxies in respect of Resolution 2.

### INSTRUCTIONS AS TO VOTING ON THE RESOLUTIONS

If two proxies are being appointed, the proportion of voting rights this proxy is appointed to represent is  %

The proxy is directed to vote in relation to the resolutions referred to in the Notice as follows:

ORDINARY BUSINESS	FOR	AGAINST	ABSTAIN
<b>Resolution 1: To re-elect Mr Garry Strong as a director</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2: To adopt the Remuneration Report</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Additional Instructions:

**Resolution 2:** Where my proxy is a member of the key management personnel for the Company or a closely related party of that member, including if he is the Chairman of the Meeting, and I/we have not given him voting directions in relation to this Resolution 2, I/we understand that he will **not** cast my/our vote on this resolution, and my/our vote will **not** be counted in computing the required majority if a poll is called on this item.

### Authorised signature/s

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

This form is to be used in accordance with the directions overleaf.

## ***Instructions for completing and lodging this Proxy Form***

1. In order to direct the proxy in relation to all votes covered by this instrument in a particular manner, place a tick or a cross in one of the boxes headed For, Against or Abstain.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and, on a poll, to vote in their stead.
3. Where two proxies are appointed, neither proxy shall be entitled to vote on a show of hands and, on a poll, the appointment shall be of no effect unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights in which case the shareholder should indicate the proportion of voting rights this proxy represents in the box provided.
4. A proxy may but need not be a shareholder of the Company.
5. The Proxy Form must be signed by the holder or his attorney duly authorised in writing (or, if the holder is a corporation, pursuant to Section 127(1) of the Corporations Act 2001).
6. The Proxy Form (and any power of attorney or other authority pursuant to which the Proxy Form has been signed) must:
  - either be deposited at the registered office of the Company, 2nd Floor, 9 Havelock Street, West Perth, WA 6005 ,
  - or be sent by post to Red Hill Iron Limited, PO Box 1160, West Perth, WA 6872,
  - or be sent by facsimile to Red Hill Iron Limited at (08) 9481 8445in time to be received not later than 48 hours before the time fixed for the holding of the meeting.
7. **Proxy voting by key management personnel**

### **Resolution 2**

Subsection 250R(4) of the Corporations Act prohibits a vote being cast on Resolution 2 by, or on behalf of, a member of the key management personnel for the Company, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member.

Subsection 250R(5) does however provide that a person described above, may vote on Resolution 2 if:

- (a) the person does so as a proxy, appointed by writing, that states how the proxy is to vote on the resolution; and
- (b) the vote is not cast on behalf of a person prohibited from voting on the resolution, as described above.

It is emphasised that this exception applies only where the proxy is directed how to vote by the shareholder i.e. by marking the 'For' or 'Against' boxes alongside Resolution 2 overleaf. Where no direction is given to the proxy, the proxy may NOT and will not cast a vote in relation to Resolution 2, even if the proxy is the Chairman of the Meeting.

Consequently shareholders eligible to cast a vote on Resolution 2 are encouraged to direct their proxy how to vote on this resolution by marking the 'For' or 'Against' boxes alongside Resolution 2 overleaf.