

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders will be held at the Hilton Sydney, 488 George St., Sydney, New South Wales 2000, on Tuesday 24 May 2011 at 2:00pm.

Agenda

Ordinary Business

A. Financial Statement and Reports

To receive and consider the financial statements of the Company for the period ending 31 December 2010, and related Directors' Report, Directors' Declaration and Auditor's Report.

B. To consider, and if thought fit, to pass, with or without modification, the following resolutions each as an Ordinary Resolution:

1. Resolution 1 - Re-Election of Non- Executive Director- Mr. Fai Peng Chen

That Mr. Chen, a Non-Executive director, a director retiring by rotation in accordance with clause 59 of the Company's constitution, being eligible, is re-elected as a Non-Executive director of the Company.

2. Resolution 2 – Re-Election of Director- Mr. Xiaobin Zhuang

That Mr. Xiaobin Zhuang, a director retiring by rotation in accordance with clause 59 of the Company's constitution, being eligible, is re-elected as a director of the Company.

3. Resolution 3 - Adoption of the Remuneration Report for the year ended 31 December 2010

To consider and put to a non-binding vote the following resolution:

To approve the remuneration report as set out in the 2010 Annual Report.

Note: the vote on this resolution does not bind the Directors of the Company.

NOVARISE RENEWABLE RESOURCES INTERNATIONAL LTD

Other Business

To deal with any other business that may legally be brought forward in accordance with the *Corporations Act 2001* (Cth).

Explanatory Statement

An Explanatory Statement in respect of the resolutions detailed above is enclosed with this Notice of Annual General Meeting.

Annual Report

Shareholders are reminded that the Company's 2010 Annual Report is available on its website, <http://www.novarise.com.au/>

The Annual Report has not been sent to members unless the member has specifically requested a printed copy.

By Order of the Board

Winnie Chen

Company Secretary

Date: 8 April 2011

NOVARISE RENEWABLE RESOURCES INTERNATIONAL LTD

Voting Entitlements

The Company has determined that, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company's shares quoted on ASX at 2:00pm (Sydney time) on 22 May 2011 (effectively 5:00 pm (Sydney time) on 20 May 2011, being the previous business day) will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote at the meeting.

Proxies

A shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that shareholder. A proxy form is included with this Notice of Annual General Meeting. If you require an additional proxy form, please contact Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 3001, Australia.

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

A proxy need not be a shareholder of the Company.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 2:00pm (Sydney time) on 22 May 2011, by post or fax to:

- the Company's share registrar, Computershare Investor Services Pty Limited, as listed below.
- **Custodian Voting** – for Intermediary Online subscribers only (Custodians) please visit www.intermediaryonline.com to submit your voting intentions.

The proxy's appointment and, if applicable, the authority appointing an attorney, must be sent by post or fax to the Company's share registrar Computershare Investor Services Pty Limited, as listed overleaf:

NOVARISE RENEWABLE RESOURCES INTERNATIONAL LTD

Mail:	Fax:	Online subscribers only*
Novarise Renewable Resources International Ltd. C/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia	Novarise Renewable Resources International Ltd. C/- Computershare Investor Services Pty Limited Fax: 1800 783 447 (within Australia) Fax: +61 3 9473 2555 (outside Australia)	www.intermediaryonline.com

Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of that item on a poll.

2011 Annual General Meeting - Explanatory Statement

This Explanatory Statement has been prepared for the information of shareholders in connection with the Annual General Meeting of shareholders to be held on Tuesday 24 May 2011 at 2:00pm, at the Hilton Sydney, 488 George St., Sydney, NSW 2000.

This Explanatory Statement should be read in conjunction with the accompanying Notice of Annual General Meeting, and is a brief explanation of the Agenda Items in the Notice of Annual General Meeting and why the Company is seeking this shareholder approval.

Ordinary Business – Agenda Item A

Receiving Financial Statements and Reports

The *Corporations Act* 2001 (Cth) requires the financial report (which includes the financial statements and directors' declaration), the directors' report and auditor's report to be laid before the Annual General Meeting. There is no requirement either in the *Corporations Act* 2001 (Cth) or the Company's Constitution for shareholders to approve the financial report, the directors' report or the auditor's report. Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports.

The auditor of the Company or their representative will be available to receive questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

A shareholder of the Company who is entitled to cast a vote at the AGM may submit a written question to the auditor if:

- (a) the question is relevant to:
 - (i) the content of the Auditor's Report to be considered at the AGM; or
 - (ii) the conduct of the audit of the annual financial report to be considered at the AGM; and
 - (iii) the shareholder gives the question to the Company no later than the fifth business day before the day on which the AGM is held.

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Ordinary Business – Agenda Item B

1. Resolution 1. Re-Election of Non-Executive of Director - Mr. Fai Peng Chen (Non-Executive Director since 6 August 2009)

Mr. Chen is a Non-Executive Director and was also until recently joint Company Secretary of Novarise. He is a partner at Minter Ellison Lawyers and a director of ASX listed companies TWT Group Ltd, and Mesbon China Nylon Limited. Mr. Chen graduated with a Bachelor of Laws from the University of Adelaide and an MBA (International Management) from RMIT University Melbourne.

Interest in Clause 59 of the Company's Constitution requires that at every Annual General Meeting one-third of the directors for the time being (excluding the Managing Director in accordance with clause 76.9 of the Company's Constitution) must retire from the office and be eligible for re-election.

Accordingly, Mr. Chen resigns and being eligible, offers himself for re-election as a Non-Executive director of the Company.

Directors' Recommendation

The Directors (other than Mr. Chen, who makes no recommendation) recommend that shareholders approve Resolution 1 for the election of Mr. Chen as a Non-Executive director of the Company.

2. Resolution 2 – Re-Election of Director- Mr. Xiaobin Zhuang (Executive Director since 9 December 2009)

Mr. Zhuang is an executive director and is the joint Company Secretary of Novarise. He is also the Chief Financial Officer of the Company and has more than 10 years' experience in accounting and financial management.

Mr. Zhuang has acted as the Chief Financial Officer of the Company since 2003, and is in charge of the Group's financial management and planning. Before joining the Sanhong Group in 2003, Mr. Zhuang was the financial manager for the Quanzhou Branch of Jitong Communications Co. Ltd, a large state owned communication Company in China, where he was involved in corporate finance and mergers and acquisitions projects. Prior to his appointment to Executive Director of Novarise Renewable Resources International Ltd, he was an account manager with Tianyu Futures Investment Co., Ltd.

Mr. Zhuang graduated from Xiamen University in Fujian Province, China with a degree in accounting. In 2007 he undertook further study in relation to senior financial management and chief financial officer roles with the Sino-British University of Cambridge. He is currently undertaking an MBA course at the Huaqiao University in Quanzhou, Fujian Province.

Accordingly, Mr. Zhuang resigns and being eligible, offers himself for re-election as a director of the Company.

Directors' Recommendation

The Directors (other than Mr. Zhuang, who makes no recommendation) recommend that shareholders approve Resolution 2 for the election of Mr. Zhuang as a director of the Company.

3. Resolution 3 - Adoption of the Remuneration Report

A copy of the Company's 2010 Annual Report is available to members upon request at the Company's offices, and is also available from the Company's website at <http://www.novarise.com.au/>.

The Company's remuneration report is submitted to shareholders for consideration and adoption under a non-binding vote.

The Directors' Report for the period ended 31 December 2010 contains a remuneration report, which sets out the policy for the remuneration of the Directors, company secretaries and the senior managers.

The *Corporations Act 2001* (Cth) requires that a resolution be put to a vote that the remuneration report be adopted. The *Corporations Act 2001* (Cth) expressly provides that the vote is advisory only, and does not bind the Directors or the Company. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the remuneration report.

Directors' Recommendation

The Directors recommend that shareholders approve Resolution 3 adopting the remuneration report under a non-binding vote.

Intentionally blank

Novarise Renewable Resources International Ltd

ABN 48 138 537 596

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 158 217
(outside Australia) +61 3 9415 4306

Proxy Form

For your vote to be effective it must be received by 2:00pm (Sydney Time) Sunday 22 May 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Novarise Renewable Resources International Ltd hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Novarise Renewable Resources International Ltd to be held at The Hilton Sydney, 488 George St., Sydney NSW 2000 on Tuesday, 24 May 2011 at 2:00pm (Sydney Time) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

	For	Against	Abstain
1 Re-Election of Non- Executive Director - Mr Fai Peng Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Director - Mr Xiaobin Zhuang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of the Remuneration Report for the year ended 31 December 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____