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BROCKMAN
BROCKMAN MINING LIMITED
布萊克萬礦業有限公司*

(incorporated in Bermuda with limited liability)

(SEHK Stock Code: 159)

(ASX Stock Code: BCK)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Brockman Mining Limited (the “**Company**”) will be held at Suite 3903B, 39/F Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 27 April 2018 at Hong Kong time 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the execution of the conditional shares subscription agreement dated 6 December 2017 and the supplemental agreement dated 23 March 2018 (the “**CG Subscription Agreement**”, a copy of which is marked “A” and initialled by the chairman of the SGM for identification purpose and tabled at the SGM) made between the Company (as issuer) and China Guoyin Investments (HK) Ltd (“**China Guoyin**”) (as subscriber), pursuant to which China Guoyin has agreed to subscribe for 50,000,000 shares of HK\$0.10 each in the capital of the Company (“**CG Subscription Shares**”), and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the allotment and issue of the CG Subscription Shares to China Guoyin pursuant to the terms of the CG Subscription Agreement be and are hereby approved; and

* *For identification purpose only*

- (c) the directors of the Company (“**Directors**”) or a duly authorised committee of the board of Directors (“**Board**”) be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the CG Subscription Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the CG Subscription Agreement and all transactions contemplated thereunder and are in the interests of the Company.”

2. “**THAT**

- (a) the execution of the conditional shares subscription agreement dated 6 December 2017 and the supplemental agreement dated 23 March 2018 (the “**Duofu Subscription Agreement**”, a copy of which is marked “B” and initialed by the chairman of the SGM for identification purpose and tabled at the SGM) made between the Company (as issuer) and Duofu Holdings Group Co., Limited (“**Duofu**”) (as subscriber), pursuant to which Duofu has agreed to subscribe for 80,000,000 shares of HK\$0.10 each in the capital of the Company (“**Duofu Subscription Shares**”), and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the allotment and issue of the Duofu Subscription Shares to Duofu pursuant to the terms of the Duofu Subscription Agreement be and are hereby approved; and
- (c) the Directors or a duly authorised committee of the Board be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the Duofu Subscription Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the Duofu Subscription Agreement and all transactions contemplated thereunder and are in the interests of the Company.”

3. **“THAT**

- (a) the execution of the conditional shares subscription agreement dated 6 December 2017 and the supplemental agreement dated 23 March 2018 (the **“OL Subscription Agreement”**, a copy of which is marked “C” and initialled by the chairman of the SGM for identification purpose and tabled at the SGM) made between the Company (as issuer) and Ocean Line Holdings Limited (as subscriber) (**“Ocean Line”**), pursuant to which Ocean Line has agreed to subscribe for 650,000,000 shares of HK\$0.10 each in the capital of the Company (the **“OL Subscription Shares”**) to be issued by the Company, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) for the purposes of Rule 10.11 of the listing rules of ASX Limited (**“ASX Listing Rules”**) and for all other purposes, the issue by the Company of the OL Subscription Shares to Ocean Line pursuant to the terms and conditions of the OL Subscription Agreement, as described in the letter from the Board and the explanatory memorandum set out in the Company’s circular dated 10 April 2018, be and are hereby approved;
- (c) the allotment and issue of the OL Subscription Shares to Ocean Line pursuant to the terms of the OL Subscription Agreement be and are hereby approved; and
- (d) the Directors or a duly authorised committee of the Board be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the OL Subscription Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the OL Subscription Agreement and all transactions contemplated thereunder and are in the interests of the Company.”

Voting Exclusion Statement for Resolution 3 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast on Resolution 3 by Ocean Line, any person who may obtain a benefit (except a benefit solely in the capacity of a shareholder of the Company) if Resolution 3 is passed, and their respective associates (as defined under the ASX Listing Rules). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or is cast by the person chairing the SGM as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The independent financial adviser, Somerley Capital Limited, considers that the terms of the OL Subscription Agreement (being the subscription agreement with respect to the OL Subscription Agreement as defined in the Company's circular dated 10 April 2018) are fair and reasonable so far as the independent shareholders of the Company are concerned. A letter from Somerley Capital Limited containing its advice to the independent board committee and the independent shareholders of the Company in respect of the OL Subscription is set out on pages 28 to 52 of the Company's circular dated 10 April 2018.

4. **“THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders of the Company (the **“Shareholders”**) approve and authorise the Company to grant 80,000,000 options under the share option schemes (the **“Share Option Schemes”**) adopted by the Company on 13 November 2012 (**“Options”**) (each to acquire one fully paid ordinary share in the Company (**“Share”**)) to Mr. Kwai Sze Hoi in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Company's circular dated 10 April 2018 (including the accompanying Explanatory Memorandum therein) (the **“Circular”**).”

Voting Exclusion Statement for Resolution 4 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 4 by Mr. Kwai Sze Hoi and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. **“THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 2,500,000 Options (each to acquire one fully paid Share) to Mr. Liu Zhengui in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 5 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 5 by Mr. Liu Zhengui and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. **“THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Options (each to acquire one fully paid Share) to Mr. Ross Stewart Norgard in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 6 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 6 by Mr. Ross Stewart Norgard and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 35,000,000 Options (each to acquire one fully paid Share) to Mr. Kwai Kwun, Lawrence in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 7 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 7 by Mr. Kwai Kwun, Lawrence and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 10,000,000 Options (each to acquire one fully paid Share) to Mr. Chan Kam Kwan, Jason in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 8 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 8 by Mr. Chan Kam Kwan, Jason and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 12,000,000 Options (each to acquire one fully paid Share) to Mr. Colin Paterson in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 9 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 9 by Mr. Colin Paterson and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Options (each to acquire one fully paid Share) to Mr. Uwe Henke Von Parpart in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 10 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 10 by Mr. Uwe Henke Von Parpart and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Options (each to acquire one fully paid Share) to Mr. Yap Fat Suan, Henry in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 11 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 11 by Mr. Yap Fat Suan, Henry and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

12. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Options (each to acquire one fully paid Share) to Mr. Choi Yue Chun, Eugene in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 12 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 12 by Mr. Choi Yue Chun, Eugene and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board
Brockman Mining Limited
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 10 April 2018

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

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in Hong Kong:*
Suite 3903B
39/F Far East Finance Centre
16 Harcourt Road
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Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. **If your shares in the Company are recorded under the Company's Hong Kong share registrar or the Company's Bermuda principal share registrar, please complete the Hong Kong proxy form and return it, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited. Please read and follow the instructions, including the deadline, on the Hong Kong proxy form to lodge the form.**

If your shares in the Company are recorded under the Company's Australia share registrar, please complete the Australia proxy form and return it, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, to the Company's branch share registrar in Australia, Computershare Investor Services Pty Limited. Please read and follow the instructions, including the deadline, on the Australia proxy form to lodge the form. You can appoint up to two proxies by lodging the Australia proxy form. Should you wish to appoint more proxies, please fax your written request to the Company at +852 3007 9138 no later than 10:00 a.m. Australian Western Standard Time on 25 April 2018.

As at the date of this announcement, the Board comprises Mr. Kwai Sze Hoi (Chairman), Mr. Liu Zhengui (Vice Chairman) and Mr. Ross Stewart Norgard as non-executive directors; Mr. Chan Kam Kwan, Jason (Company Secretary), Mr. Kwai Kwun, Lawrence and Mr. Colin Paterson as executive directors; and Mr. Yap Fat Suan, Henry, Mr. Uwe Henke Von Parpart and Mr. Choi Yue Chun, Eugene as independent non-executive directors.