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龍資源有限公司  
DRAGON MINING  
LIMITED

## DRAGON MINING LIMITED

龍資源有限公司\*

*(Incorporated in Western Australia with limited liability ACN 009 450 051)*

**(Stock Code: 1712)**

### ANNOUNCEMENT

#### WAIVER IN RELATION TO A JOINT COMPANY SECRETARY

Reference is made to the announcement (the “**Announcement**”) of Dragon Mining Limited (the “**Company**”) dated 31 May 2019 in relation to a change in a joint company secretary (the “**Company Secretary**”) of the Company. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

#### WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

As stated in the Announcement, Ms. Collinson has been appointed in place of Ms. Coates as the joint Company Secretary with effect from 31 May 2019. Pursuant to Rule 8.17 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange, the Company must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules, which prescribes that such company secretary shall be an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary. However, given that Ms. Collinson did not possess the relevant qualifications of company secretary as required under Rule 3.28 of the Listing Rules, her appointment as the joint Company Secretary by the Company did not strictly comply with the requirements under Rules 3.28 and 8.17 of the Listing Rules.

Pursuant to the Australian Corporations Act 2001 (the “**Act**”), the Company, as a public company, must have at least one secretary and at least one of them must ordinarily reside in Australia.

Since Mr. Lo Tai On (“**Mr. Lo**”), another joint Company Secretary, was not ordinarily resident in Australia, the Company would not be able comply with the Act after Ms. Coates’ departure. The Company had to appoint another joint Company Secretary who ordinarily resides in Australia to replace Ms. Coates. Other than this statutory requirement, the Board also considered that a suitable candidate should also possess secretarial experience for companies incorporated in Australia.

Notwithstanding that Ms. Collinson did not currently possess the qualifications of company secretary as required under Rule 3.28 of the Listing Rules, Ms. Collinson had extensive experience in company secretarial field and was familiar with the Company. As such, together with her residency status, the Board was of the view that appointing Ms. Collinson in place of Ms. Coates as a joint Company Secretary was in the interests of the Company.

The Company has therefore applied for, and the Stock Exchange has granted, a waiver (the “**Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years (the “**Period**”) from 6 June 2019, being the date of the application for the Waiver, on the conditions that:

- (1) Ms. Collinson has been and will be assisted by Mr. Lo during the Period;
- (2) the Company shall notify the Stock Exchange at the end of the Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that after the end of the Period, the Company will be able to demonstrate that Ms. Collinson can satisfy Rule 3.28 of the Listing Rules after having the benefit of Mr. Lo’s assistance such that further Waiver will not be necessary; and
- (3) the Company will disclose the details of the Waiver, including the reasons for and conditions of the Waiver, by way of an announcement.

By Order of the Board  
**Dragon Mining Limited**  
**Arthur George Dew**  
*Chairman*

Hong Kong, 16 July 2019

*As at the date of this announcement, the board of directors of the Company comprises Mr. Arthur George Dew as chairman and non-executive director (with Mr. Wong Tai Chun Mark as his alternate); Mr. Brett Robert Smith as chief executive officer and executive director; and Mr. Carlisle Caldow Procter, Mr. Pak Wai Keung Martin and Mr. Poon Yan Wai, as independent non-executive directors.*

\* *For identification purpose only*