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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**EGM**” or the “**Meeting**”) of Dragon Mining Limited (“**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 12 August 2021 at 3:00 p.m. (Hong Kong time) to consider and, if thought fit, pass the following resolution, as an ordinary resolution of the Company, with or without amendment. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 9 July 2021, of which the notice convening the EGM forms part.

ORDINARY RESOLUTION

“**THAT** for the purposes of item 7 of section 611 of the Corporations Act and all other purposes, approval is given for GLL, APAC and API(1) to acquire a relevant interest in 41,032,727 Shares by acquiring all of the issued share capital of APRL on the terms and conditions set out in the Sale and Purchase Agreement, and consequently, for GLL, APAC, API(1) and their respective associates to hold voting power in the Company of approximately 25.83%.”

Hong Kong, 9th July, 2021

Registered Office:

Unit 202, Level 2,
39 Mends Street,
South Perth,
Western Australia 6151,
Australia

Principal Place of Business in Hong Kong:

22nd Floor,
Allied Kajima Building,
138 Gloucester Road, Wanchai,
Hong Kong

By Order of the Board

Pauline Collinson

Joint Company Secretary

* *For identification purpose only*

Notes:

1. PROXY AND VOTING INSTRUCTIONS

(a) Entitlement to vote

In accordance with Reg 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of Shares as at 3:00 p.m. (Hong Kong time) on Tuesday, 10 August 2021 will be entitled to attend and vote at the Meeting.

If more than one joint holder of Shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

(b) Proxy instructions

A Proxy Form is attached to a circular dated 9 July 2021 (the “**Circular**”). This is to be used by Shareholders if they wish to appoint a representative (a “**proxy**”) to vote in their place.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at (i) the Company’s principal share registrar in Australia, Computershare Investor Services Pty Limited of Yarra Falls, 452 Johnston Street, Abbotsford, VIC, 3067, Melbourne, Australia; or (ii) the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by 3:00 p.m. (Hong Kong time) on Tuesday, 10 August 2021, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the Meeting. To vote by proxy, please complete and sign the Proxy Form enclosed with the Circular as soon as possible and either.

(c) Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box as indicated on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

If the Chairman of the Meeting is appointed as your proxy, or is appointed by default, you acknowledge that the Chairman may exercise your proxy even though he has an interest in the outcome of the Resolution and that votes cast by him for the Resolution, other than as proxy holder, would be disregarded because of that interest.

If the Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy, the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified, each proxy may exercise half of the Shareholder’s votes.

(d) Corporate representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy, is entitled to appoint a person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act.

If a Shareholder appoints a body corporate as the Shareholder’s proxy to attend and vote for the Shareholder at the Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission to the Meeting. A form of the certificate may be obtained from the Company’s principal share registrar in Australia.

(e) Proxies and conduct of Meeting

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy and will apply to the conduct of the Meeting. Broadly, this means that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chairman, who must vote the proxies as directed.

Pursuant to section 250BB of the Corporations Act, an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chairman of the Meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chairman – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Under section 250BC of the Corporations Act, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of a company's members;
- (b) the appointed proxy is not the Chairman of the Meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the Chairman of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2. CLOSURE OF REGISTERS OF MEMBERS

For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 9 August 2021 to Thursday, 12 August 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the (i) the Company's principal share registrar in Australia, Computershare Investor Services Pty Limited of Yarra Falls, 452 Johnston Street, Abbotsford, VIC, 3067, Melbourne, Australia; or (ii) Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 August 2021 (Hong Kong time).

3. SHAREHOLDER QUESTIONS

At the Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions on the Resolution to be proposed at the EGM.

To assist the management of the Company in responding to questions please submit any questions you may have in writing to the Joint Company Secretary in Australia no later than **5:00 p.m. (Hong Kong time)** on **Friday, 6 August 2021**:

In person or by post:

Unit 202, Level 2,
39 Mends Street,
South Perth,
Western Australia 6151,
Australia

By phone: (08) 6311 8004 (within Australia)
+61 8 6311 8004 (outside Australia)

By e-mail: admin@dragonmining.com

4. In order to facilitate the prevention and control of the spread of the Novel Coronavirus (COVID-19) epidemic and to safeguard the health and safety of the Shareholders, the Company encourages Shareholders to consider appointing the chairman of the Meeting as his/her proxy to vote on the resolution at the Meeting as an alternative to attending the Meeting in person.
5. A copy of this notice of Meeting was lodged with the Australian Securities and Investments Commission (“ASIC”) on 22 June 2021 pursuant to ASIC Regulatory Guide 74. Neither ASIC nor any of its officers take any responsibility for the contents of this notice of Meeting.

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; Ms. Lam Lai as Non-Executive Director; and Mr. Carlisle Caldwell Procter, Mr. Pak Wai Keung Martin and Mr. Poon Yan Wai, as Independent Non-Executive Directors.