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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Brockman Mining Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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 ANNUAL GENERAL MEETING AND PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES,  
INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
RE-ELECTION OF DIRECTORS**

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A notice of the Annual General Meeting to be held at Suites 3903B, 39/F Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 16 December 2016 at Hong Kong time 10:00 a.m. is set out on pages 11 to 13 of this circular. Whether or not you intend to attend and vote at the Annual General Meeting or any adjourned meeting in person, you are requested to complete and return the relevant enclosed form of proxy in accordance with the instructions printed thereon.

**If your shares in the Company are recorded under the Company's Hong Kong branch registrar or the Company's Bermuda principal registrar, please complete the Hong Kong proxy form and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. 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 branch registrar, please complete the Australia proxy form and return it 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.**

Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

\* *for identification purpose only*

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## CORPORATE DIRECTORY & RESPONSIBILITY STATEMENT

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*Non-Executive Directors:*

Mr. Kwai Sze Hoi (*Chairman*)  
Mr. Liu Zhengui (*Vice Chairman*)  
Mr. Ross Stewart Norgard

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Executive Directors:*

Mr. Kwai Kwun, Lawrence  
Mr. Chan Kam Kwan, Jason (*Company Secretary*)  
Mr. Colin Paterson

*Head office and principal place of  
business in Hong Kong:*

Suites 3903B  
39/F Far East Finance Centre  
16 Harcourt Road  
Admiralty  
Hong Kong

*Independent non-executive Directors:*

Mr. Yap Fat Suan, Henry  
Mr. Uwe Henke Von Parpart  
Mr. Choi Yue Chun, Eugene

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Suite 3903B, 39/F Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 16 December 2016 at Hong Kong time 10:00 a.m., or any adjournment thereof (or as the case may be)
“ASX”	ASX Limited (trading as the Australian Securities Exchange)
“ASX Listing Rules”	the listing rules of ASX
“Authorised Share Capital Increase”	the proposed increase of the authorised share capital of the Company from HK\$1,000,000,000 divided into 10,000,000,000 Shares to HK\$2,000,000,000 divided into 20,000,000,000 Shares by creation of an additional 10,000,000,000 Shares
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Brockman Mining Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange and on ASX
“Directors”	the directors of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“Group”	the Company and/or its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HK Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 November 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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LETTER FROM THE BOARD

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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)**  
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Mr. Liu Zhengui (*Vice Chairman*)  
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*Head office and principal place of  
business in Hong Kong:*

Suite 3903B  
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16 Harcourt Road  
Admiralty  
Hong Kong

*Independent non-executive Directors:*

Mr. Yap Fat Suan, Henry  
Mr. Uwe Henke Von Parpart  
Mr. Choi Yue Chun, Eugene

17 November 2016

*To the Shareholders*

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES  
INCREASE IN AUTHORISED SHARE CAPITAL  
RE-ELECTION OF DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make decisions on whether to vote for or against those resolutions.

\* *for identification purpose only*

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## LETTER FROM THE BOARD

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At the Annual General Meeting, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the General Mandate; (ii) the Authorised Share Capital Increase; and (iii) the re-election of Directors.

A notice of the Annual General Meeting to be held at Suite 3903B, 39/F Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 16 December 2016 at Hong Kong time 10:00 a.m. is set out on pages 11 to 13 of this circular. Whether or not you intend to attend and vote at the Annual General Meeting or any adjourned meeting in person, you are requested to complete and return the relevant enclosed form of proxy in accordance with the instructions printed thereon.

**If your shares in the Company are recorded under the Company's Hong Kong branch registrar or the Company's Bermuda principal registrar, please complete the Hong Kong proxy form and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Please read and follow the instructions, including the deadline, on the Hong Kong proxy form to lodge the form.**

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Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

### **GENERAL MANDATE TO ISSUE NEW SHARES**

At the Annual General Meeting of the Company held on 18 December 2015, ordinary resolution was passed giving general mandate to Directors to allot, issue and otherwise deal with shares not exceeding 20% of the nominal amount of the share capital of the Company. The existing general mandate will lapse at the conclusion of the forthcoming Annual General Meeting, unless renewed at that meeting.

The Directors consider that it is in the best interests of the Company and its Shareholders to grant the General Mandate to the Directors to enhance the flexibility of any possible fund raising or acquisition. As at the Latest Practicable Date, the number of Shares in issue were 8,381,982,131. Assuming no further Shares will be issued before the date of the Annual General Meeting, the Directors would be granted a General Mandate to issue up to a maximum of 1,676,396,426 Shares.

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## LETTER FROM THE BOARD

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The General Mandate, if granted, will continue in force until (a) the conclusion of the next annual general meeting of the Company after the Annual General Meeting; or (b) it is revoked or varied by an ordinary resolution passed in a general meeting of the Company, whichever occurs first.

### INCREASE IN AUTHORISED SHARE CAPITAL

The Board intends to put forward a proposal to the Shareholders to increase the authorised ordinary share capital of the Company from HK\$1,000,000,000, divided into 10,000,000,000 Shares, to HK\$2,000,000,000, divided into 20,000,000,000 Shares, by the addition of HK\$1,000,000,000 divided into 10,000,000,000 new Shares, which (when issued) will rank pari passu in all respects with all the existing Shares. (the “Authorised Share Capital Increase”) The proposed increase in authorised share capital is subject to Shareholders’ approval by way of an ordinary resolution at the AGM. As none of the Shareholders has any material interest in the Authorised Share Capital Increase, no Shareholder is required to abstain from voting for this resolution at the AGM.

As at the Latest Practicable Date, 8,381,982,131 Shares were in issue. The increase in authorised share capital is necessary and will facilitate the Company being able to carry out any future equity-related fund-raising or other share transactions when the right opportunity arises and is in the interests of the Company and the Shareholders as a whole.

The proposed increase in authorised share capital of the Company is subject to approval of the Shareholders at the AGM. Under Bermuda laws the Company is required to file a memorandum of increase in the authorised share capital together with a certified resolution in respect thereof with the Bermuda Registrar of Companies within 30 days of the effective date of the increase.

The Company will continue to evaluate its funding requirements and business needs from time to time and may consider issuing new securities, including but not limited to new Shares.



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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Pursuant to Bye-laws 87 and 86(2), Messrs. Liu Zhengui, Uwe Henke Von Parpart and Ross Stewart Norgard shall retire and, being eligible, have offered themselves for re-election to serve for another term of three years, at the Annual General Meeting respectively.

#### **Mr. Liu Zhengui**

Mr. Liu Zhengui, aged 69. Mr. Liu joined the Group in April 2012, and became the Vice Chairman of the Group since June 2012. Mr. Liu Zhengui has over 40 years of experience in corporate finance and capital management. Mr. Liu holds a bachelor degree in management engineering from HeFei University of Technology. He is currently a director of Shandong School of Economics and Social Development (山東社會經濟發展研究院) and is the chairman of Shandong Dongyin Investment Management Co., Ltd (山東東銀投資管理有限公司). He is also a financial consultant of the Shandong provincial government. During the period of 2004 to 2009, Mr. Liu was the chairman of Bank of China Group Investment Limited (BOCGI). Prior to that, he served as the chief executive of Bank of China's branches in three different provinces for 16 years.

Save as disclosed above, Mr. Liu did not have any directorship in other listed public companies in the last three years.

As at the date of this circular, Mr. Liu has no interest in any Shares of the Company ("Shares") within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"). Save as disclosed above, Mr. Liu does not have any relationship with any directors, senior management or substantial and controlling shareholders of the Company.

Mr. Liu has entered into a service contract with the Company. Mr. Liu is appointed for a fixed term of three years and shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Bye-laws of the Company and the HK Listing Rules. Mr. Liu is currently entitled to an annual remuneration of HK\$240,000 which is determined by the remuneration committee with reference to his duties, responsibilities and contribution to the Group.

There is no information relating to Mr. Liu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company regarding the appointment of Mr. Liu.

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## LETTER FROM THE BOARD

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### **Mr. Uwe Henke Von Parpart**

Mr. Uwe Henke Von Parpart, aged 75, joined the Group in January 2008. He received a Fulbright scholarship and did his graduate work in mathematics and philosophy (Ph.D.) at Princeton University and the University of Pennsylvania. Mr. Parpart is a partner and the Head of Strategy at Capital Link International, prior to his position at Capital Link International, he was the Executive Managing Director and Chief Strategist for Reorient Group Limited in Hong Kong. In this capacity, he was responsible for macroeconomic, fixed-income and equity-markets research and strategy in Asia. His analyses are published on a weekly and daily basis and frequently featured on CNBC Asia and Bloomberg TV. Mr. Parpart has also contributed to numerous magazines and newspapers and until recently was a columnist for Forbes Global and Shinchosha Foresight Magazine (Tokyo).

Save as disclosed above, Mr. Parpart did not have any directorship in other listed public companies in the last three years.

As at the date of this circular, Mr. Parpart has no interest in any Shares of the Company within the meaning of Part XV of the SFO.

Mr. Parpart has entered into a service contract with the Company. Mr. Parpart is appointed for a term of 3 years and shall be subject to retirement by rotation at the Company's annual general meetings in accordance with the bye-laws of the Company and the HK Listing Rules.

Mr. Parpart is currently entitled to an annual remuneration of HK\$228,000, which is determined by the remuneration committee with reference to his duties, responsibilities and contribution to the Company. Such will be reviewed by the remuneration committee on a regular basis.

Save as disclosed above, Mr. Parpart does not have any relationship with any directors, senior management or substantial and controlling shareholders of the Company.

There is no information relating to Mr. Parpart that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company regarding the appointment of Mr. Parpart.

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## LETTER FROM THE BOARD

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### **Mr. Ross Stewart Norgard**

Mr. Ross Stewart Norgard, aged 70. Mr. Norgard joined the Company as Non-executive Director in August 2012. He is a chartered accountant and former managing director of KMG Hungerfords and its successor firms in Perth, Western Australia. For the past 30 years he has worked extensively in the fields of raising venture capital and the financial reorganisation of businesses. He has held numerous positions on industry committees including past chairman of the Western Australian Professional Standards Committee of the Institute of Chartered Accountants, a current member of the National Disciplinary Committee, a former member of Lionel Bowens National Corporations Law Reform Committee, chairman of the Duke of Edinburghs Awards Scheme and a former member of the University of Western Australia's Graduate School of Management (MBA programme). Mr. Norgard is also a director of Nearmap Limited (formerly known as Ipernica Limited) (Chairman since 1987) and was a director of Ammtec Ltd from 1994 to November 2010. Prior to his present appointment as Non-executive Director of the Company, he was the non-executive Deputy Chairman of Brockman Resources Limited, a former ASX listed entity now a wholly owned subsidiary of Brockman Mining Limited.

Save as disclosed above, Mr. Norgard did not have any directorship in other listed public companies in the last three years.

As at the date of this circular, Mr. Norgard is interested in 243,054,000 Shares of the Company within the meaning of Part XV of the SFO, representing a relevant interest of approximately 2.90% of the Company.

Save as disclosed above, Mr. Norgard does not have any relationship with any directors, senior management or substantial and controlling shareholders of the Company.

Mr. Norgard has entered into a service contract with the Company. Mr. Norgard is appointed for a term of 3 years and shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the bye-laws of the Company and the HK Listing Rules. Mr. Norgard is currently entitled to an annual remuneration of approximately HK\$228,000 which is determined with reference to his duties, responsibilities and contribution to the Company. Such will be reviewed by the Remuneration Committee on a regular basis.

There is no information relating to Mr. Norgard that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the HK Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company regarding the appointment of Mr. Norgard.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

Pursuant to Rule 13.39(4) the HK Listing Rules, all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner described under Rule 13.39(5) of the HK Listing Rules.

The Directors consider that all the proposed resolutions at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote for all the resolutions, including the resolutions relating to (i) the General Mandate; (ii) the Authorised Share Capital Increase and (iii) the re-election of the Directors at the Annual General Meeting.

None of the Shareholders has a material interest in the aforesaid proposed resolutions and therefore, no Shareholder is required to abstain from voting.

A form of proxy for use by Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting or any adjourned meeting in person, you are requested to complete and return the relevant enclosed form of proxy in accordance with the instructions printed thereon.

If your shares in the Company are recorded under the Company's Hong Kong branch registrar or the Company's Bermuda principal registrar, please complete the Hong Kong proxy form and return it to the branch share registrar of the Company 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 branch registrar, please complete the Australia proxy form and return it 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.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

Yours faithfully,  
For and on behalf of the Board  
**Kwai Sze Hoi**  
*Chairman*

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**NOTICE OF ANNUAL GENERAL MEETING**

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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 IS HEREBY GIVEN** that an annual general meeting 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, 16 December 2016 at Hong Kong time 10:00 a.m. (the “AGM”) for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the audited financial statements and reports of the directors and the independent auditor of the Company for year ended 30 June 2016.
2. To re-elect the retiring directors and to authorize the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors of the Company to fix their remuneration.

**AS SPECIAL BUSINESS**

To consider and, if thought fit, pass with or without modifications, the following resolutions of the Company:

4. **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

\* *for identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the share option schemes of the Company approved by the Stock Exchange or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the company, shall not exceed the aggregate of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s Bye-law to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”; and

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## NOTICE OF ANNUAL GENERAL MEETING

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5. “**THAT** the authorised ordinary share capital of the Company be increased from HK\$1,000,000,000, divided into 10,000,000,000 Shares of par value HK\$0.10 each, to HK\$2,000,000,000, divided into 20,000,000,000 Shares of par value HK\$0.10 each, by the addition of HK\$1,000,000,000, dividing into 10,000,000,000 new shares of par value HK\$0.10 each.”

By order of the Board  
**Kwai Sze Hoi**  
*Chairman*

Hong Kong, 17 November 2016

*Notes:*

1. A member entitled to attend and vote at the AGM 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 AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of the Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM 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 AGM 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 at 22/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Please read and follow the instructions, including the deadline, on the Hong Kong proxy form to lodge the form.**

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