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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)**

**APPOINTMENT OF AUDITORS**  
**AND**  
**NOTICE OF SPECIAL GENERAL MEETING**

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A notice of the Special General Meeting to be held at Suite 3903B, 39/F Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 1 February 2019 at Hong Kong time 10:00 a.m. is set out on pages 6 to 7 of this circular. Whether or not you intend to attend and vote at the Special 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 Special General Meeting or any adjourned meeting should you so wish.

\* *for identification purpose only*

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## CONTENTS

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	<i>Page</i>
Responsibility Statement . . . . .	ii
Definitions . . . . .	1
Letter from the Board . . . . .	3
Notice of Special General Meeting . . . . .	6

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## **RESPONSIBILITY STATEMENT**

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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:*

“ASX”	ASX Limited (trading as the Australian Securities Exchange)
“ASX Listing Rules”	the listing rules of ASX
“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
“EYA”	Ernst & Young Australia
“Group”	the Company and/or its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Ordinary Resolution”	the ordinary resolution to be proposed and passed at the SGM for the matters as set out in the SGM Notice
“PwC”	PricewaterhouseCoopers
“SGM”	the special 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, 1 February 2019 at 10:00 a.m., or any adjournment thereof (or as the case may be)
“SGM Notice”	the notice convening the SGM, which is set out on pages 6 to 7 of this circular

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## DEFINITIONS

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“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

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LETTER FROM THE BOARD

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**BROCKMAN**  
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**布萊克萬礦業有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(SEHK stock code: 159)**  
**(ASX stock code: BCK)**

*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:*

Suite 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

16 January 2019

*To the Shareholders*

Dear Sir or Madam,

**APPOINTMENT OF AUDITORS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the information of an Ordinary Resolution to be proposed at the SGM to enable you to make decision on whether to vote for or against the resolution.

\* *for identification purpose only*

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF AUDITORS

The Board announced that PwC has resigned as the auditors of the Group with effect from 7 January 2019, as the Company and PwC could not reach an agreement on the audit fee for the financial year ending 30 June 2019. The Board has resolved to nominate Ernst & Young Australia as the new auditors of the Group.

The Company is incorporated under the laws of Bermuda and to the knowledge of the Board there is no requirement under the laws of Bermuda for the resigning auditor to confirm to the Company whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the Company's members and creditors. PwC has therefore not issued such confirmation.

The Board and the audit committee of the Company has confirm that there is no disagreement between PwC and the Company (save for the said audit fee), and there is no other matter in respect of the change of auditors that need to be brought to the attention of the shareholders of the Company.

Pursuant to the Bye-laws of the Company, the Company shall convene the SGM to pass an Ordinary Resolution to appoint EYA as the new auditors of the Group to fill the casual vacancy following the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company.

### SPECIAL GENERAL MEETING

A notice convening the SGM to be held at Suite 3903B, 39/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 1 February 2019 at 10:00 a.m. is set out on pages 6 to 7 of this circular.

A form of proxy for use by the Shareholders at the SGM is enclosed. Whether or not you intend to attend the SGM in person, please complete the 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

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## LETTER FROM THE BOARD

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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 SGM or any adjourned meeting thereof should you so wish.

### RECOMMENDATION

The Directors consider that the proposed resolution at the SGM is in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend all the Shareholders to vote in favour of the resolution as set out in the SGM Notice. Pursuant to Rule 13.39(4) the Hong Kong Listing Rules, all votes at the SGM 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 Hong Kong Listing Rules.

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

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

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NOTICE OF SGM

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**布萊克萬礦業有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(SEHK stock code: 159)**  
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**NOTICE IS HEREBY GIVEN** that a special 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, 1 February 2019 at Hong Kong time 10:00 a.m. (the “**SGM**”) for the following purpose:

**AS ORDINARY BUSINESS**

**“THAT:**

To appoint Ernst & Young Australia as auditors of the Group and to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.”

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

Hong Kong, 16 January 2019

*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 of the 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.

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## NOTICE OF SGM

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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.**

**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 2739 7150.**

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.