

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.

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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
GENERAL MANDATE TO ISSUE SHARES
AND
RE-ELECTION OF DIRECTORS

A notice of the Annual General Meeting to be held at Suites 3812-13, 38/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Monday, 8 December 2014 at Hong Kong time 10:00 a.m. is set out on pages 12 to 14 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.

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the HK Listing Rules and the ASX 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.

DEFINITIONS

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 Suites 3812-13, 38/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Monday, 8 December 2014 at Hong Kong time 10:00 a.m., or any adjournment thereof (or as the case may be)
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“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
“China Guoyin”	China Guoyin Investments (HK) Ltd
“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
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Executive committee”	the executive committee 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

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Latest Practicable Date”	27 October 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Remuneration committee”	the remuneration committee of the Company
“SFC”	the Securities and Futures Commission
“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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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. Warren Talbot Beckwith

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

Suites 3812-13

38/F Two International

Finance Centre

8 Finance Street

Central

Hong Kong

Independent non-executive Directors:

Mr. Yap Fat Suan, Henry

Mr. Uwe Henke Von Parpart

Mr. Yip Kwok Cheung, Danny

Mr. Choi Yue Chun, Eugene

3 November 2014

To the Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
GENERAL MANDATE TO ISSUE SHARES
AND
RE-ELECTION OF DIRECTORS**

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

LETTER FROM THE BOARD

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

A notice of the Annual General Meeting to be held at Suites 3812-13, 38/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Monday, 8 December 2014 at Hong Kong time 10:00 a.m. is set out on pages 12 to 14 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

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 1,676,396,426 Shares.

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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Bye-laws 86(2) and 87(1), Messrs. Liu Zhengui, Kwai Kwun Lawrence, Yap Fat Suan Henry, Choi Yue Chun Eugene, Warren Talbot Beckwith, and Uwe Henke Von Parpart 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, aged 67. Mr. Liu joined the Board as a non-executive director in April 2012, and is the Vice-Chairman of the Group effective from 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. Mr. Liu is currently an independent non-executive Director of Reorient Group Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 376). 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 holds 30,000,000 options granted by the Company within the meaning of Part XV of the SFO, representing approximately 0.36% of the issued share capital.

Mr. Liu Zhengui, is a director of a company controlled by the beneficial owner of China Guoyin. As at the Latest Practicable Date, China Guoyin held 9.13% of the Company.

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 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. Liu is currently entitled to an annual remuneration of HK\$240,000 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.

LETTER FROM THE BOARD

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 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. Liu.

Mr. Kwai Kwun, Lawrence, aged 33, joined the Board as an executive director in March 2014. He is a member of the Executive Committee of the Company. Mr. Kwai has extensive experience in investment in mining, property, hotel, finance company, port operation, international shipping and ship building. Mr. Kwai graduated from Harvard University in the United States with a Bachelor of Mathematics degree. Mr. Kwai's role with the Company focuses on the oversight of investment of the Group. Mr. Kwai is the son of Mr. Kwai Sze Hoi, the Chairman of the Group, who is also a substantial shareholder of the Company beneficially interested in an aggregate of 1,837,680,137 Shares.

Save as disclosed above, Mr. Kwai did not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Kwai did not have any directorship in other listed public companies in the last three years.

As at the date of this circular, Mr. Kwai is interested in 81,258,412 Shares of the Company and 15,000,000 Options within the meaning of Part XV of the SFO, representing approximately 1.15% of the issued share capital.

Mr. Kwai has entered into a service contract with the Company. Mr. Kwai is not appointed for a fixed term 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. Kwai is currently entitled to an annual remuneration of HK\$1,000,000 for his service as an executive director, in which the remuneration package is determined with reference to his duties, responsibilities and contribution in the Company. Such will be reviewed by the Remuneration Committee on a regular basis.

There is no information relating to Mr. Kwai 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. Kwai.

LETTER FROM THE BOARD

Mr. Yap Fat Suan, Henry, aged 68, joined the Board as an independent non-executive director in January 2014. He holds a master degree in Business Administration from the University of Strathclyde, Glasgow, in the United Kingdom. He is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in finance and accounting. He retired as the managing director of Johnson Matthey Hong Kong Limited in June 2007 and prior to that appointment he was the general manager of Sun Hung Kai China Development Limited. He is also an independent non-executive director of China WindPower Group Limited and Frontier Services Group Limited (formerly DVN (Holdings) Limited), which are listed on the Main Board of the Stock Exchange.

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

To the best knowledge of the directors of the Company, and save that one of the executive director of the Company, Mr. Chan Kam Kwan Jason, is also the company secretary of China WindPower and Frontier Services Group Limited (formerly DVN (Holdings) Limited). Mr. Yap does not have any relationship with any directors, senior management or substantial and controlling shareholders of the Company.

As at the date of this circular, Mr. Yap was interested in 400,000 Shares of the Company within the meaning of Part XV of the SFO.

Mr. Yap has entered into a service contract with the Company. Mr. Yap 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. Yap is currently entitled to an annual remuneration of HK\$228,000, which is determined with reference to his duties, responsibilities and contribution in the Company. Such will be reviewed by the Remuneration Committee on a regular basis.

There is no information relating to Mr. Yap 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. Yap.

LETTER FROM THE BOARD

Mr. Choi Yue Chun, Eugene aged 41, holds a Bachelor of Laws degree from The University of Hong Kong. Mr. Choi joined the Board as an independent non-executive director in June 2014. Mr. Choi was admitted as a solicitor of the High Court of Hong Kong in 1997 and has over 15 years of experience in the legal field specialising in corporate finance and compliance matters for listed companies in Hong Kong. He is a member of the Law Society of Hong Kong. Mr. Choi has not been a director of any listed companies in the last 3 years. Mr. Choi is currently the senior legal counsel of RUSAL Global Management B.V..

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

As at the date of this circular, Mr. Choi does not have, and is not deemed to have any interests in the shares of the Company within the meaning of Part XV of the SFO.

To the best knowledge of the directors of the Company, and save as disclosed above, Mr. Choi does not have any relationship with any directors, senior management or substantial and controlling shareholders of the Company.

Mr. Choi has entered into a service contract with the Company. Mr. Choi 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. Choi is currently entitled to an annual remuneration of HK\$228,000, which is determined with reference to his duties, responsibilities and contribution in the Company. Such will be reviewed by the Remuneration Committee on a regular basis.

There is no information relating to Mr. Choi 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. Choi.

Mr. Warren Talbot Beckwith, aged 75. Mr. Beckwith joined the Company as a Non-executive Director in June 2012 and was re-designated as Executive Director and member of the Executive Committee since November 2013. Mr. Beckwith is also a Non-executive director of certain subsidiaries of the Company. Currently, he is a director and chairman of the audit committee of China Properties Group Limited (a company listed in Hong Kong, stock code: 1838). He is also a director of Gondwana Resources Limited (an ASX-listed junior explorer, stock code: GDA). Mr. Beckwith is a director of a corporate advisory group with Perth and Hong Kong offices. He was a partner in international chartered accountancy firms, including being a senior partner of a predecessor firm of Ernst & Young, Hong Kong.

LETTER FROM THE BOARD

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

As at the date of this circular, Mr. Beckwith holds 20,000,000 options granted by the Company within the meaning of Part XV of the SFO, representing approximately 0.24% of the issued share capital.

To the best knowledge of the directors of the Company, and save as disclosed above, Mr. Beckwith does not have any relationship with any directors, senior management or substantial and controlling shareholders of the Company.

Mr. Beckwith has entered into a service contract with the Company 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. Beckwith is currently entitled to an annual remuneration of A\$385,000 for his service as an executive director, in which the remuneration package is determined with reference to his duties, responsibilities and contribution in the Company. Such will be reviewed by the Remuneration Committee on a regular basis.

There is no information relating to Mr. Beckwith 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. Beckwith.

Mr. Uwe Henke Von Parpart, aged 73, joined the Board as an independent non-executive director 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 the managing director and the chief strategist in Reorient Financial Markets Limited ("Reorient"). Prior to his position in Reorient, he was the chief economist and strategist for Asia at Cantor Fitzgerald ("Cantor") in Hong Kong. In this capacity, he was responsible for macro-economic, fixed-income and equity-markets research and strategy in Asia. He joined Cantor in August, 2006. His analysis were published on a weekly and daily basis and frequently featured on CNBC Asia and Bloomberg TV. Prior to joining Cantor, Mr. Parpart worked for four years as a senior currency strategist at Bank of America, Hong Kong, covering both currencies and bonds. 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.

LETTER FROM THE BOARD

As at the date of this circular, Mr. Parpart holds 2,500,000 options granted by the Company within the meaning of Part XV of the SFO, representing approximately 0.03% of the issued share capital.

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

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 with reference to his duties, responsibilities and contribution in the Company. Such will be reviewed by the Remuneration Committee on a regular basis.

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.

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 resolution relating (i) the General Mandate and (ii) 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.

LETTER FROM THE BOARD

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

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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NOTICE IS HEREBY GIVEN that an annual general meeting of Brockman Mining Limited (the “**Company**”) will be held at Suites 3812-13, 38/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Monday, 8 December 2014 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 2014.
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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.

NOTICE OF ANNUAL 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).”

By order of the Board

Kwai Sze Hoi

Chairman

Hong Kong, 3 November 2014

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. Warren Talbot Beckwith as executive directors; Mr. Yap Fat Suan, Henry, Mr. Uwe Henke Von Parpart, Mr. Yip Kwok Cheung, Danny and Mr. Choi Yue Chun, Eugene as independent non-executive directors.