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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)

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS

The board (the “**Board**”) of directors (the “**Directors**”) of Brockman Mining Limited (the “**Company**”) announces that it has resolved to propose the amendments to the existing bye-laws of the Company (the “**Bye-laws**” or “**Existing Bye-laws**”) and the adoption of the amended and restated bye-laws of the Company (the “**Amended and Restated Bye-laws**”) to replace the Existing Bye-laws. The proposed amendments to the Existing Bye-laws and the adoption of the Amended and Restated Bye-laws are subject to the approval of the shareholders of the Company (the “**Members**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held on Tuesday, 13 December 2022 (the “**AGM**”).

The Directors propose to amend the Bye-laws to, among other things, bring the Bye-laws in line with certain amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HK Listing Rules**”), including Appendix 3 of the HK Listing Rules with respect to core shareholder protection standards, other consequential and housekeeping amendments, and to adopt the Amended and Restated Bye-laws. The major changes brought about by the proposed amendments to the Bye-laws are summarized below:

1. to insert the definitions of “announcement”, “close associates”, “electronic communication”, “electronic meeting”, “Holding Lock”, “hybrid meeting”, “Listing Rules”, “Meeting Location”, “physical meeting”, “Principal Meeting Place”, “substantial shareholder” and “Trading Day”, and make corresponding changes to the relevant provisions of the Amended and Restated Bye-laws;
2. to update the provision regarding the inspection of the principal register and branch register of members shall be opened to the members of the public at specific time;

* For identification purpose only

3. to provide that the Company shall hold an annual general meeting in each financial year and such annual general meeting must be held within 6 months after the end of the Company's financial year;
4. to provide that an annual general meeting of the Company shall be called by notice of not less than 21 clear days. All other general meetings (including a special general meeting) must be called by notice of not less than 14 clear days but if permitted by the HK Listing Rules, a general meeting may be called by shorter notice if it is so agreed;
5. to include additional details to be specified in a notice of general meeting in light of allowing general meetings to be held at one or more meeting locations, or as a hybrid meeting or an electronic meeting;
6. to provide that the chairman of the general meeting may, with the consent of the meeting at which a quorum is present, adjourn the meeting from time to time (or indefinitely), from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting);
7. to provide that general meetings may be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the meeting in relation to conduct of such meeting;
8. to provide that, where the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold a general meeting as specified in the notice calling for such meeting, they may change or postpone the meeting to another date, time, place, change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Shareholders;
9. to provide that votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine;
10. to provide that all Members shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where any Member is required, by the HK Listing Rules, to abstain from voting to approve the matter under consideration;
11. to provide that where the Company has knowledge that any Member is, under the HK Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted;

12. to clarify that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
13. to provide the Board with the power to capitalise reserves of the Company to pay up in full Shares to be issued pursuant to a share incentive scheme or employee benefit scheme that has been adopted or approved by the Shareholders;
14. to provide that the Members may, at any general meeting convened and held in accordance with the Amended and Restated Bye-laws, by extraordinary resolution (by a majority of not less than two thirds of votes cast) remove the auditors of the Company (“**Auditors**”) at any time before the expiration of their term of office;
15. to update the provision regarding the appointment of the Auditors by the Board to fill any casual vacancy therein that any such Auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
16. to make other house-keeping amendments and making consequential amendments in line with the above amendments to the Existing Bye-Laws; and
17. to make other amendments to update or clarify provisions where the Board consider desirable in accordance with or better align with the wording in the applicable laws of Bermuda and the HK Listing Rules.

Full particulars of the proposed amendments to the Existing Bye-laws will be set out in the circular of the Company to be despatched on 11 November 2022.

GENERAL

The Board considers that the proposed amendments to the Existing Bye-laws and the adoption of the Amended and Restated Bye-laws are in the interests of the Company and the Shareholders as a whole. A circular containing, among other matters, details of the proposed amendments to the Existing Bye-laws and the adoption of the Amended and Restated Bye-laws, together with a notice convening the AGM to be despatched to the Shareholders on 11 November 2022.

By order of the Board of
Brockman Mining Limited
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 11 November 2022

As at the date of this announcement, the Board comprises Mr. Kwai Sze Hoi (Chairman), Mr. Liu Zhengui (Vice Chairman) and Mr. Ross Stewart Norgard as non-executive Directors; Mr. Chan Kam Kwan, Jason (Company Secretary), Mr. Kwai Kwun, Lawrence and Mr. Colin Paterson as executive Directors; Mr. Yap Fat Suan, Henry, Mr. Choi Yue Chun, Eugene and Mr. David Rolf Welch as independent non-executive Directors.