



15 March 2018

The Manager  
Company Announcements Office  
Australian Securities Exchange  
Level 4, 20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**Off-market bid by HGM Resources Pty Ltd to acquire 100% of the shares in Primary Gold Limited**

We refer to the Bidder's Statement dated 2 March 2018 in relation to the offer by HGM Resources Pty Ltd ACN 624 480 995 (**HGM**), a 100% owned subsidiary of Hanking Australia Investment Pty Ltd ACN 613 858 843, to acquire 100% of the shares in Primary Gold Limited ACN 122 726 283 (**Primary Gold**) (the **Offer**).

In accordance with section 647(3)(b) of the Corporations Act 2001 (Cth), we attach a copy of the First Supplementary Bidder's Statement dated 15 March 2018 in relation to an institutional acceptance facility that has been established for the Offer.

We request that this announcement is immediately released to the market through Primary Gold's announcements platform page.

Yours faithfully

**Dr Mark Qiu**  
**Director, Hanking Australia Investment Pty Ltd**  
**Director, HGM Resources Pty Ltd**

# Supplementary Bidder's Statement in relation to the Offer by HGM Resources Pty Ltd (ABN 70 624 480 995) to acquire all your ordinary shares in Primary Gold Limited (ABN 42 122 726 283) for \$0.0575 cash per PGO Share

This is an important document and requires your immediate attention. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

This is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) given by HGM Resources Pty Ltd ACN 624 480 995 (**HGM**), a 100% owned subsidiary of Hanking Australia Investment Pty Ltd ACN 613 858 843 (**Hanking Australia**), under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**). This First Supplementary Bidder's Statement relates to and supplements HGM's bidder's statement dated 2 March 2018 (**Original Bidder's Statement**) in respect of its offer to acquire all of the ordinary shares of Primary Gold Limited (ABN 42 122 726 283) (**Primary Gold**), and should be read together with that document.

Unless the context otherwise requires, terms defined in the Original Bidder's Statement have the same meaning when used in this document. To the extent there is any inconsistency between the Original Bidder's Statement and this First Supplementary Bidder's Statement, this First Supplementary Bidder's Statement will prevail.

A copy of this First Supplementary Bidder's Statement was lodged with ASIC and ASX and sent to Primary Gold on 15 March 2018. Neither ASIC, ASX nor any of its respective officers take any responsibility for the contents of this First Supplementary Bidder's Statement.

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## 1. Institutional Acceptance Facility

### 1.1 General

HGM has established an institutional acceptance facility open to:

- (a) "sophisticated investors" (as contemplated by section 708(8) of the Corporations Act);
- (b) "professional investors" (as defined in section 9 of the Corporations Act);
- (c) "wholesale clients" (as defined in section 761G of the Corporations Act); and
- (d) persons associated with Primary Gold (as contemplated by section 708(12) of the Corporations Act),

that hold or beneficially own at least 2,500,000 PGO Shares (**Eligible Participants**) in order to facilitate receipt of acceptances of the Offer (**Facility**). PGO Shareholders who are not Eligible Participants cannot participate in the Facility.

The Facility has been established to enable Eligible Participants to indicate their intention to accept the Offer, as HGM recognises that some of these shareholders may be unwilling or unable to accept the Offer, for example, by reason of their investment mandates, until the Offer becomes or is declared unconditional.

The operator of the Facility is Pacific Custodians Pty Limited ABN 66 009 682 866 (**Facility Operator**), an entity controlled by Link Market Services Limited ABN 54 083 214 537.

To ensure that HGM is able to fulfil the 50% minimum acceptance condition (being Condition 1 of Schedule 2 to the Original Bidder's Statement), put itself in a position to declare the Offer unconditional and therefore pay the cash consideration available under the Offer, HGM encourages you to accept the Offer or, if you are an Eligible Participant, provide your acceptance instructions into the Facility as soon as possible.

### 1.2 Operation of the Facility

The Facility will operate in the following way:

- (a) Eligible Participants may demonstrate their intention to accept the Offer by lodging with the Facility Operator acceptance instructions in the form of:

- (i) where the Eligible Participant is recorded as the holder of PGO Shares, a duly completed and executed acceptance form (**Acceptance Form**); and/or
- (ii) where the Eligible Participant is a beneficial holder whose securities are held by a custodian on the person's behalf, directions to its custodian (the form of which will be made available to Eligible Participants by the Facility Operator on request) (**Custodian Directions**) to accept the Offer,

(referred to as **Acceptance Instructions**) thereby demonstrating their intention to accept the Offer.

- (b) The Facility Operator will hold the Acceptance Instructions as acceptance facility collection agent only and subject to a bare trust.
- (c) Under ASIC Class Order CO 13/520 and under the terms of appointment of the Facility Operator contained in the Acceptance Instructions, HGM will not acquire a Relevant Interest in any PGO Shares through the receipt by the Facility Operator of an Acceptance Instruction, because the Facility has been established on the basis that it fulfils the requirements of subsection 609(8A) as inserted by ASIC Class Order CO 13/520.
- (d) The Facility Operator must deliver:
  - (i) the Acceptance Forms in accordance with the instructions on the relevant Acceptance Forms; and
  - (ii) the Custodian Directions to the relevant custodians,  
immediately after the Facility Operator receives written notice from HGM (**Confirmation Notice**) that:
    - (iii) HGM has declared the Offer free from all Conditions that have not been fulfilled or waived; or
    - (iv) HGM will declare the Offer free from all Conditions that have not been fulfilled or waived as soon as practical after all of the Acceptance Instructions received under the Acceptance Facility are validly processed or implemented (as applicable).

HGM is under no obligation to give the Confirmation Letter to the Facility Operator.

HGM reserves the right to free the Offer from any and all Conditions and deliver the Confirmation Notice to the Facility Operator at any time before the end of the Offer Period (subject to the Corporations Act, the Bid Implementation Agreement or in the case of the condition set out in paragraph 9 of Schedule 2 of the Original Bidder's Statement (**No Prescribed Occurrences**), until the end of the third business day after the end of the Offer Period) irrespective of the number of PGO Shares in which HGM has a Relevant Interest or the number of PGO Shares that are the subject of Acceptance Instructions lodged with the Facility Operator at the time.

Eligible Participants are able to withdraw their Acceptance Instructions at any time prior to the Facility Operator receiving the Confirmation Notice from HGM. Until the Facility Operator receives the Confirmation Notice from HGM, Eligible Participants will retain all rights in relation to their PGO Shares.

### **1.3 Obtaining documentation in relation to the Facility**

If you are an Eligible Participant, a copy of the appointment of the Facility Operator (including the terms of the appointment and the form of the Custodian Direction) may be requested from the Facility Operator by email to [capitalmarkets@linkmarketservices.com.au](mailto:capitalmarkets@linkmarketservices.com.au).

### **1.4 Disclosure of Acceptance Instructions**

By 8.00am (AEST time) on each business day, the Facility Operator will inform HGM of the number of PGO Shares in respect of which Acceptance Instructions have been received as at 7.30pm (AEST) on the previous trading day.

Following receipt of this information from the Facility Operator, pursuant to ASIC Class Order CO13/520, for every movement of at least 1% in the aggregate level of HGM's voting power

during the Offer Period and the votes attached to PGO Shares the subject of Acceptance Instructions, HGM will announce to the ASX by 9.30am on the next trading day after the movement a notice setting out the aggregate number and percentage of PGO Shares:

- (a) in which HGM has a Relevant Interest; and
  - (b) which are the subject of Acceptance Instructions,
- and a breakdown between the two categories (a) and (b).

### **1.5 Consent**

The Facility Operator has given, and has not at the date of this First Supplementary Bidder's Statement withdrawn, its written consent to being named in this First Supplementary Bidder's Statement.

### **2. Further Information**

HGM encourages you to read the Original Bidder's Statement, together with this First Supplementary Bidder's Statement, carefully before accepting the Offer.

Please note that PGO Shareholders who are not Eligible Participants can continue to accept the Offer in accordance with the instructions set out in the Original Bidder's Statement, by using the Acceptance Form which they have already received.

If you have any questions or would like another copy of the Original Bidder's Statement and/or the Acceptance Form, please contact the HGM Offer Information Line on 1300 853 781 (toll free within Australia) or +61 1300 853 781 (not toll free) from outside Australia.

### **3. Approval**

This First Supplementary Bidder's Statement has been approved by a resolution passed by the directors of HGM.

**Dated 15 March 2018.**

Signed on behalf of HGM Resources Pty Ltd (ABN 70 624 480 995)



**Dr Mark Yumin Qiu**  
**Director**