

# MinterEllison

5 April 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 – Notice of Change of Interests of Substantial Holder**

We act for Hanking Australia Investment Pty Ltd ACN 613 858 843 (**Hanking Australia**) and HGM Resources Pty Ltd ACN 624 480 995 (**HGM**), a 100% owned subsidiary of Hanking Australia.

We refer to the offer by HGM to acquire 100% of the shares in Primary Gold Limited ACN 122 726 283 (**Primary Gold**) (the **Offer**), and the institutional acceptance facility established by HGM (**Institutional Acceptance Facility**) on the terms set out in the first supplementary bidder's statement dated 15 March 2018 (**First Supplementary Bidder's Statement**). Unless otherwise specified, capitalised terms have the same meaning given in the First Supplementary Bidder's Statement.

Enclosed is a Form 604 – Notice of change of interests of substantial holder in relation to a change in relevant interests held by HGM in Primary Gold as a result of acceptances of the Offer.

Since HGM's notice of change of interests of substantial holder dated 4 April 2018, the aggregate of:

- (a) the number of PGO Shares in respect of which HGM has received acceptance instructions under the Institutional Acceptance Facility as at 7.30pm (AEST) on 4 April 2018 (in the form of acceptance forms and/or directions to custodians to accept the Offer); and
- (b) the number of PGO Shares in which HGM has a relevant interest,

has changed from 49.27% to 51.68% of ordinary PGO Shares on issue.



The following table is a breakdown of the aggregate amount between those two categories:

|  | Previous Notice      |                          | Change Since Previous Notice |                          | Aggregate            |                          |
|--|----------------------|--------------------------|------------------------------|--------------------------|----------------------|--------------------------|
|  | Number of PGO Shares | Percentage of PGO Shares | Number of PGO Shares         | Percentage of PGO Shares | Number of PGO Shares | Percentage of PGO Shares |
| PGO Shares subject to IAF                              | 71,277,216           | 11.61%                   | 3,000,000                    | 0.49%                    | 74,277,216           | 12.09%                   |
| Relevant Interest of HGM and its associates – Form 604 | 231,278,398          | 37.66%                   | 11,835,852                   | 1.93%                    | 243,114,250          | 39.58%                   |
| <b>Total</b>   | <b>302,555,614</b>   | <b>49.27%</b>            | <b>14,835,852</b>            | <b>2.42%</b>             | <b>317,391,466</b>   | <b>51.68%</b>            |

*\*Please note that percentages are rounded to two decimal places.*

In accordance with the terms of the Institutional Acceptance Facility, the Facility Operator (under the Institutional Acceptance Facility), holds the acceptance instructions as acceptance facility collection agent, and must deliver:

- (a) the Acceptance Forms held in accordance with the instructions on them; and
- (b) the Custodian Directions to the relevant custodians (directing them to accept the Offer),

immediately after HGM gives the Facility Operator written notice that they declare the Offer free from all Conditions that have not been fulfilled or waived, or 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).

Acceptance Instructions may be withdrawn any time before the Facility Operator receives such notice. They do not, at this stage, constitute formal acceptances of the Offer and accordingly the PGO Shares in which HGM has a relevant interest (as set out in the table above and reported in the enclosed Form 604) do not include the PGO Shares which are the subject of the Institutional Acceptance Facility.

Yours faithfully  
**MinterEllison**

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**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Primary Gold Limited (PGO)

ACN/ARSN 122 726 283

**1. Details of substantial holder (1)**

Name Each of:

- HGM Resources Pty Ltd ACN 624 480 995 (**HGM**);
- Hanking Australia Investment Pty Ltd ACN 613 858 843 (**HAI**);
- China Hanking Holdings Limited (a company incorporated in the Cayman Islands) (**CHH**) and each person or entity listed in Annexure A (**CHH Group**); and
- Dr Mark Yumin Qiu (**Dr Qiu**), Golden Resource Investment Pty Ltd as trustee for the Golden Discovery Holdings Trust (**Golden Resource**) and The Qiu Family Super Pty Ltd as trustee for The Qiu Family Super Fund (**Qiu Family Super**).

ACN/ARSN (if applicable) As specified above

There was a change in the interests of the

substantial holder on 4 April 2018

The previous notice was given to the company on 4 April 2018

The previous notice was dated 4 April 2018

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice |                  | Present notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary Shares         | 231,278,398     | 37.66%           | 243,114,250    | 39.58%           |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed         | Nature of change (6)   | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 4 April 2018   | HGM, HAI, CHH and each member of the CHH Group | Acquired a relevant interest in 11,835,852 ordinary shares pursuant to contracts arising from acceptances of takeover offers contained in HGM's bidder's statement dated 2 March 2018 (as supplemented) ( <b>Offer</b> ) | \$0.0575 cash per ordinary share              | 11,835,852 ordinary shares              | 11,835,852              |

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest          | Registered holder of securities  | Person entitled to be registered as holder (8)  | Nature of relevant interest (6)   | Class and number of securities | Person's votes |
|--------------------------------------|--|---|---|--------------------------------|----------------|
| HGM                                  | HAI in respect of 51,800,000 ordinary shares, and the holders of ordinary shares accepted into the Offer in respect of 187,822,832 ordinary shares | HAI in respect of 51,800,000 ordinary shares, and HGM (subject to the terms of HGM's Offer) HGM in respect of 187,822,832 ordinary shares | Taken under section 608(1) to have a relevant interest in 187,822,832 ordinary shares accepted into the Offer by virtue of having power to control the voting and disposal of those ordinary shares, and taken under section 608(3) of the Corporations Act to have a relevant interest in 51,800,000 ordinary shares by reason of either having voting power above 20% in HAI. | 239,622,832 ordinary shares    | 239,622,832    |
| HAI                                  |  |   | Registered holder of 51,800,000 ordinary shares, and taken under section 608(3) of the Corporations Act to have a relevant interest in 187,822,832 ordinary shares by reason of either having control of HGM or voting power above 20% in HGM.  |                                |                |
| CHH and each member of the CHH Group |  |   | Taken under section 608(3) of the Corporations Act to have a relevant interest in 239,622,832 ordinary shares by reason of either having control of HAI and HGM or voting power above 20% in HAI and HGM.   |                                |                |
| Golden Resource                      | Golden Resource  | Golden Resource   | Registered holder of 333,332 ordinary shares.   | 333,332 ordinary shares.       | 333,332        |
| Qiu Family Super                     | Qiu Family Super   | Qiu Family Super  | Registered holder of 3,158,086 ordinary shares.   | 3,158,086 ordinary shares.     | 3,158,086      |
| Dr Qiu                               | Golden Resource in respect of 333,332 ordinary shares, and Qiu Family Super in respect of 3,158,086 ordinary shares                                | Golden Resource in respect of 333,332 ordinary shares, and Qiu Family Super in respect of 3,158,086 ordinary shares                       | Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of Golden Resources and Qiu Family Super.   | 3,491,418 ordinary shares      | 3,491,418      |

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| NIL                               | Not applicable        |

**6. Addresses**

The addresses of persons named in this form are as follows:

| Name                               | Address                                       |
|------------------------------------|---|
| The persons specified in section 1 | c/o Level 26, 140 St Georges Terrace, WA 6000 |

## Signature

print name Bryn Davis, Partner, MinterEllison

capacity

Authorised by the parties named in Item 1 of this notice to sign the notice for and on behalf of each of them

sign here



date

5 April 2018

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice

Primary Gold Limited ACN 122 726 283

Annexure A

This is Annexure A of 1 page referred to in the Form 604 Notice of change of substantial holder dated 5 April 2018

print name Bryn Davis, Partner, Minter Ellison

capacity

Authorised by the parties named in Item 1 of this notice to sign the notice for and on behalf of each of them

sign here



date

5 April 2018

CHH Group

1. Ms Yang Min
2. Mr Yang Jiye
3. Bisney Success Limited
4. China Hanking (BVI) Limited
5. Best Excellence Limited
6. Tuochuan Capital Limited
7. Marvel Loch Hotel Pty Ltd ACN 613 861 859
8. China Hanking Investment Limited
9. China Hanking (BVI) International Limited
10. China Hanking (Hong Kong) Limited
11. Hanking Industry (Shenzen) Limited
12. Shenyang Toyo Steel Utility Co., Ltd
13. Shenyang Yuanzheng Industry Co., Ltd
14. Fushun Hanking Aoniu Mining Co., Ltd
15. Fushun Hanking Forest Farm Co., Ltd
16. Fushun Hanking Shangma Mining Co., Ltd
17. Fushun Hanking Maogong Mining Co., Ltd
18. Hanking (Indonesia) Mining Limited
19. Evergreen Mining Limited
20. City Globe Limited
21. PT Konutara Prima
22. PT Konutara Sejati
23. PT Karyatama Konawe Utara
24. PT Hanking Makmur Nickel Smelt
25. PT Wira Perdana Konwe
26. PT Synergy Mining
27. Harvest Globe Limited
28. Denway Development Limited
29. Harvest (Shenwayn) Trading Co., Ltd
30. Jianhui Development Co. Ltd
31. Yunnan Nonferrous Geological Bureau – Division 308