Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") 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, 27 April 2018 at Hong Kong time 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments:

ORDINARY RESOLUTIONS

1. "THAT

- the execution of the conditional shares subscription agreement dated 6 December 2017 and the supplemental agreement dated 23 March 2018 (the "CG Subscription Agreement", a copy of which is marked "A" and initialled by the chairman of the SGM for identification purpose and tabled at the SGM) made between the Company (as issuer) and China Guoyin Investments (HK) Ltd ("China Guoyin") (as subscriber), pursuant to which China Guoyin has agreed to subscribe for 50,000,000 shares of HK\$0.10 each in the capital of the Company ("CG Subscription Shares"), and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the allotment and issue of the CG Subscription Shares to China Guoyin pursuant to the terms of the CG Subscription Agreement be and are hereby approved; and

^{*} For identification purpose only

(c) the directors of the Company ("Directors") or a duly authorised committee of the board of Directors ("Board") be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the CG Subscription Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the CG Subscription Agreement and all transactions contemplated thereunder and are in the interests of the Company."

2. "THAT

- (a) the execution of the conditional shares subscription agreement dated 6 December 2017 and the supplemental agreement dated 23 March 2018 (the "Duofu Subscription Agreement", a copy of which is marked "B" and initialed by the chairman of the SGM for identification purpose and tabled at the SGM) made between the Company (as issuer) and Duofu Holdings Group Co., Limited ("Duofu") (as subscriber), pursuant to which Duofu has agreed to subscribe for 80,000,000 shares of HK\$0.10 each in the capital of the Company ("Duofu Subscription Shares"), and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the allotment and issue of the Duofu Subscription Shares to Duofu pursuant to the terms of the Duofu Subscription Agreement be and are hereby approved; and
- (c) the Directors or a duly authorised committee of the Board be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the Duofu Subscription Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the Duofu Subscription Agreement and all transactions contemplated thereunder and are in the interests of the Company."

3. "THAT

- the execution of the conditional shares subscription agreement dated 6 December 2017 and the supplemental agreement dated 23 March 2018 (the "OL Subscription Agreement", a copy of which is marked "C" and initialled by the chairman of the SGM for identification purpose and tabled at the SGM) made between the Company (as issuer) and Ocean Line Holdings Limited (as subscriber) ("Ocean Line"), pursuant to which Ocean Line has agreed to subscribe for 650,000,000 shares of HK\$0.10 each in the capital of the Company (the "OL Subscription Shares") to be issued by the Company, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) for the purposes of Rule 10.11 of the listing rules of ASX Limited ("ASX Listing Rules") and for all other purposes, the issue by the Company of the OL Subscription Shares to Ocean Line pursuant to the terms and conditions of the OL Subscription Agreement, as described in the letter from the Board and the explanatory memorandum set out in the Company's circular dated 10 April 2018, be and are hereby approved;
- (c) the allotment and issue of the OL Subscription Shares to Ocean Line pursuant to the terms of the OL Subscription Agreement be and are hereby approved; and
- (d) the Directors or a duly authorised committee of the Board be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the OL Subscription Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the OL Subscription Agreement and all transactions contemplated thereunder and are in the interests of the Company."

Voting Exclusion Statement for Resolution 3 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast on Resolution 3 by Ocean Line, any person who may obtain a benefit (except a benefit solely in the capacity of a shareholder of the Company) if Resolution 3 is passed, and their respective associates (as defined under the ASX Listing Rules). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or is cast by the person chairing the SGM as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The independent financial adviser, Somerley Capital Limited, considers that the terms of the OL Subscription Agreement (being the subscription agreement with respect to the OL Subscription Agreement as defined in the Company's circular dated 10 April 2018) are fair and reasonable so far as the independent shareholders of the Company are concerned. A letter from Somerley Capital Limited containing its advice to the independent board committee and the independent shareholders of the Company in respect of the OL Subscription is set out on pages 28 to 52 of the Company's circular dated 10 April 2018.

4. "THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders of the Company (the "Shareholders") approve and authorise the Company to grant 80,000,000 options under the share option schemes (the "Share Option Schemes") adopted by the Company on 13 November 2012 ("Options") (each to acquire one fully paid ordinary share in the Company ("Share")) to Mr. Kwai Sze Hoi in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Company's circular dated 10 April 2018 (including the accompanying Explanatory Memorandum therein) (the "Circular")."

Voting Exclusion Statement for Resolution 4 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 4 by Mr. Kwai Sze Hoi and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. "THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 2,500,000 Options (each to acquire one fully paid Share) to Mr. Liu Zhengui in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular."

Voting Exclusion Statement for Resolution 5 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 5 by Mr. Liu Zhengui and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. "THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Options (each to acquire one fully paid Share) to Mr. Ross Stewart Norgard in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular."

Voting Exclusion Statement for Resolution 6 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 6 by Mr. Ross Stewart Norgard and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. "THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 35,000,000 Options (each to acquire one fully paid Share) to Mr. Kwai Kwun, Lawrence in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular."

Voting Exclusion Statement for Resolution 7 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 7 by Mr. Kwai Kwun, Lawrence and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. "THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 10,000,000 Options (each to acquire one fully paid Share) to Mr. Chan Kam Kwan, Jason in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular."

Voting Exclusion Statement for Resolution 8 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 8 by Mr. Chan Kam Kwan, Jason and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. "THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 12,000,000 Options (each to acquire one fully paid Share) to Mr. Colin Paterson in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular."

Voting Exclusion Statement for Resolution 9 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 9 by Mr. Colin Paterson and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. "THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Options (each to acquire one fully paid Share) to Mr. Uwe Henke Von Parpart in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular."

Voting Exclusion Statement for Resolution 10 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 10 by Mr. Uwe Henke Von Parpart and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11. "THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Options (each to acquire one fully paid Share) to Mr. Yap Fat Suan, Henry in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular."

Voting Exclusion Statement for Resolution 11 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 11 by Mr. Yap Fat Suan, Henry and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

12. "THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Options (each to acquire one fully paid Share) to Mr. Choi Yue Chun, Eugene in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular."

Voting Exclusion Statement for Resolution 12 (pursuant to ASX Listing Rules): In accordance with ASX Listing Rule 10.13 and 14.11, the Company will disregard any votes cast on Resolution 12 by Mr. Choi Yue Chun, Eugene and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board

Brockman Mining Limited

Chan Kam Kwan, Jason

Company Secretary

Hong Kong, 10 April 2018

Registered office: Clarendon House 2 Church Street Hamilton HM11 Bermuda Head office and principal place of business in Hong Kong:
Suite 3903B
39/F Far East Finance Centre
16 Harcourt Road
Admiralty
Hong Kong

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 and class of 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.
- 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. 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 3007 9138 no later than 10:00 a.m. Australian Western Standard Time on 25 April 2018.

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; and Mr. Yap Fat Suan, Henry, Mr. Uwe Henke Von Parpart and Mr. Choi Yue Chun, Eugene as independent non-executive directors.





BCK MR SAM SAMPLE **FLAT 123** 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

Lodge your vote:

Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

Alternatively you can fax your form to (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000

Proxy Form - For Securityholders on the Australian Register Only

XX



Vote online

- •Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 19999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



🌣 For your vote to be effective it must be received by 10:00am (WST) Wednesday, 25 April 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE, or turn over to complete the form



MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

l	Change of address. If incorrect,
J	mark this box and make the
	correction in the space to the left.
	Securityholders sponsored by a
	broker (reference number
	commences with 'X') should advis
	your broker of any changes.



I 999999999

LND

Proxy Form

Please mark X to indicate your directions

STEP 1	Appoint a Proxy to V				XX	
of the Meeting OR you have				NOTE: Leave this box blank if selected the Chairman of the Do not insert your own name(s).		
generally at the permitted by la Centre, 16 Har that Meeting. Chairman auti Meeting as my Resolutions 4 indirectly with the Important Not	e Meeting on my/our behalf and to vow, as the proxy sees fit) at the Speci court Road, Admiralty, Hong Kong of horised to exercise undirected pro/our proxy (or the Chairman become 12 (except where I/we have indicate the remuneration of a member of key e: If the Chairman of the Meeting is 12 by marking the appropriate box i		no directions have been give be held at Suite 3903B, 39/F e) and at any adjournment or e I/we have appointed the Ch the Chairman to exercise m esolutions 4 - 12 are connect nan. an to vote for or against or ab	n, and to the e Far East Fina postponemer nairman of the y/our proxy on ted directly or estain from vot	extent nce nt of	
STEP 2	▶ Items of Business ¹	PLEASE NOTE: If you mark the Abstain box for an ite behalf on a show of hands or a poll and your votes will				
ORDINARY	BUSINESS		For	r Against	Abstai	
Resolution 1	To approve the execution of the CG Subscription Shares.	S Subscription Agreement and the allotment and iss	ue of the CG			
Resolution 2	To approve the execution of the Du Subscription Shares	ofu Subscription Agreement and the allotment and	issue of the Duofu			
Resolution 3	To approve the execution of the OL Subscription Shares.	Subscription Agreement and the allotment and issu	ue of the OL			
Resolution 4	Issue of Options to Mr. Kwai Sze H	oi.				
Resolution 5	Issue of Options to Mr. Liu Zhengui					
Resolution 6	Issue of Options to Mr. Ross Stewa	rt Norgard.				
Resolution 7	Issue of Options to Mr. Kwai Kun, L	awrence.				
Resolution 8	Issue of Options to Mr. Chan Kam I	Kwan, Jason.				
Resolution 9	Issue of Options to Mr. Colin Paters	son.				
Resolution 10	Issue of Options to Mr. Uwe Henke	Von Parpart.				
Resolution 11	Issue of Options to Mr. Yap Fat Sua	an, Henry.				
Resolution 12	Issue of Options to Mr. Choi Yue C	hun, Eugene				
	the Meeting intends to vote undirected prention on any resolution, in which case an	oxies in favour of each item of business. In exceptional circ ASX announcement will be made.	cumstances, the Chairman of the	Meeting may ch	nange	
SIGN	Signature of Security	holder(s) This section must be completed.				
Individ	ual or Securityholder 1	Securityholder 2	Securityholder 3			
Sole Di	rector and Sole Company Secretary	Director	Director/Company Secretary			
Contac Name	t	Contact Daytime Telephone	Date	1 1		