



SOON MINING LIMITED

ACN 603 637 083

Notice of Annual General Meeting

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The 2016 Annual General Meeting of Soon Mining Limited (the Company) will be held at:

Date: Tuesday, 31 May 2016

Time: 11 am (Brisbane time)

Venue: The Wheelhouse Room
Southport Yacht Club
1 Macarthur Parade
Main Beach

Ordinary Business

1. Financial Statements and Reports

To receive and consider the Financial Report, Director's report and Auditor's report for the financial year ended 31 December 2015.

2. Remuneration Report

To consider, and, if thought fit, pass the following non-binding ordinary resolution:

That the Remuneration Report for the year ended 31 December 2015 be adopted.

The Remuneration Report commences on page 6 of the Annual Report.

Note: The Remuneration Report is contained within the Directors' Report of the 2015 Annual Report and commences on page 6. This is a non-binding advisory vote.

3. Election of Directors

To consider, and, if thought fit, to pass the following resolutions as separate ordinary resolutions:

- (a) That Ching-Ling Chi, who retires in accordance with clause 12.5(a) of the Company's Constitution and, being eligible, is re-elected as a director of the Company.
- (b) That Jiahui Jeremiah Thum, who retires in accordance with clause 12.4(b) of the Company's Constitution and, being eligible, is elected as a director of the Company.
- (c) That Garry Edwards, who retires in accordance with clause 12.4(b) of the Company's Constitution and, being eligible, is elected as a director of the Company.

By order of the Board of Soon Mining Limited

Jeremiah Thum

Company Secretary
29th April 2016

Explanatory Notes

These Explanatory Notes have been prepared to help shareholders understand the business to be put to shareholders at the forthcoming Annual General Meeting (AGM).

1. Financial Statements and Reports

The financial reports and the reports of the Directors and of the auditor for the financial year ended 31 December 2015 will be laid before the AGM, as required by section 317 of the *Corporations Act 2001 (Cth)*. The Corporations Act does not require a vote of shareholders on these reports.

The Company's 2015 Annual Report (which includes the Directors', Auditor's and Financial Reports) is available on the Company's website www.soonmining.com.

During this item of business, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, those reports and the business and management of the Company.

Shareholders will also be given a reasonable opportunity to ask a representative of the Company's auditor, PKF, questions relevant to the conduct of the audit, the preparation and the content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of financial statements or the independence of the auditor in relation to the conduct of the audit.

2. Remuneration Report

The *Corporations Act 2001 (Cth)* requires that the section of the Director's Report dealing with the remuneration of Directors ("Remuneration Report") be put to a vote of Shareholders for adoption by way of a resolution. The Remuneration Report commences on page 6 of the 2015 Annual Report which is available from the Company's website (www.soonmining.com).

The Report:

- describes the policies behind, and the objectives and structure of, the remuneration arrangements of the Company; and
- sets out the remuneration arrangements in place for each Director and for each of the key management personnel of the Company.

The *Corporations Act 2001 (Cth)* provides that the vote on the resolution is advisory only and will not bind the Directors or the Company, however the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies.

If more than 25% of the votes are cast against two consecutive annual section 250R(2) resolutions, the Corporations Act requires a shareholder vote on whether to convene a special meeting at which all directors (other than a managing director) who were in office when the second 250R(2) resolution was passed must stand for re-election.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or to make comments upon, the Remuneration Report before the resolution is put to the vote.

A voting exclusion statement applies to this item of business, as set out on page 3.

Board recommendation

The Directors recommend that shareholders vote in favour of adopting the Remuneration Report.

3. Election of Directors

Retirement by rotation

The Company's Constitution requires that one-third of the Directors (other than alternate Directors and the Managing Director) must retire at the AGM (retirement by rotation). If eligible, the retiring Director may offer himself or herself for re-election.

Accordingly, Ms Ching-Ling Chi has agreed to retire by rotation as a Director of the Company at the AGM and, being eligible, offers herself for re-election.

Biographical details for Ms Chi follow:

(a) Ms Ching-Ling Chi MBA

Ms Chi has over 20 years' experience in financial and corporate management. She has been the Chief Financial Officer for Soon Mining Ghana since 2012. Prior to this, she worked in a senior finance role for 15 years with Pan Overseas Investments Co., Ltd which controls a number of subsidiaries including Pan Overseas Electronic CO., Ltd (previously listed on Taiwan Stock Exchange) and Universal Incorporation (TWSE:UK).

Ms Chi holds a Master of Business Administration.

Ms Chi was appointed as an Executive Director and Chief Financial Officer on 12 January 2015.

Election of additional appointments

The Company's Constitution also provides that where a Director was appointed during the year, the Director only holds office until the next AGM. If eligible, the Director may offer themselves for election.

Accordingly, Mr Jiahui Jeremiah Thum and Mr Garry Michael Edwards, who were appointed by the Board after the Company's last AGM, will cease to hold office at the AGM and, being eligible, each offer themselves for election.

Biographical details for Mr Thum and Mr Edwards follow:

(b) Mr Jiahui Jeremiah Thum B.Com CA PMIIA

Mr Thum is an Independent Director and Company Secretary of the Company, and was appointed on 13 July 2015.

Mr Thum is the Head of Audit within Powers Financial Group. He has over 10 years' experience in audit and assurance service for public listed companies, private companies and not-for-profit organisations. He has extensive audit and assurance experience across a wide range of industries.

Mr Thum holds a Bachelor of Commerce, is a Member of Chartered Accountants Australia and New Zealand, a Member of Institute of Internal Auditors and is a Registered Company Auditor.

(c) Mr Garry Edwards MBA FAICD

Mr Edwards is an Independent Director of the Company, and was appointed on 16 March 2016.

Mr Edwards has over 30 years' experience in accounting and company secretarial roles, including managing accounting practises for KPMG and antecedent firms in Papua New Guinea. He has also served as Chief Financial Officer for several listed companies.

Mr Edwards holds a Master of Business Administration and is a Fellow of the Institute of Company Directors.

Background checks in relation to each nominee did not reveal any adverse information.

Board recommendation

The Board, in each case other than the relevant Director, considers that it is in the best interests of shareholders that each of these Directors remains on the Board of the Company and recommends that shareholders votes in favour of the election or re-election of Ms Chi, Mr Thum and Mr Edwards.

Voting Exclusion Statements

Resolution 2

The Company will disregard any votes cast on this Resolution by, or on behalf of:

- any of the Company's key management personnel (KMP), whose remuneration details are disclosed in the 2015 Remuneration Report; and
- a closely related party of such a KMP, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form.

A closely related party includes close family Shareholders and companies the KMP controls.

Voting Information

The required quorum for the meeting is at least two members, holding not less than 5% of the votes that may be cast at the meeting, present in person or by proxy. Voting will be decided on a show of hands unless a poll is demanded by the chairperson or a member or members entitled to do so before the vote is taken or before or immediately after the declaration of the result on a show of hands. On a show of hands, every member shall have one vote. On a poll, each member present shall have one vote for each share held by that member and in respect of which that member is entitled to vote.

If shares are jointly held and more than one of the joint holders vote, only the vote of the holder whose name appears first in the register of members will be counted.

Individuals

If you plan to attend the meeting, we ask that you arrive at the venue at least 30 minutes prior to the time designated for the meeting so that we may check the number of your Shares and note your attendance.

Proxy voting by Chairman

The Chairman of the Meeting will vote undirected proxies in favour of all resolutions. As also noted on the proxy form for the Meeting, where the Chairman of the Meeting is appointed as proxy and none of the 'For', 'Against' or 'Abstain' boxes is marked for all resolutions the appointing shareholder will be deemed to direct the Chairman to vote in favour of all resolutions.

Entitlement to vote

The Board has determined that a shareholder's voting entitlement at the annual general meeting will be taken to be the entitlement of the person shown on the register of members as at 7.00pm (Brisbane time) on Sunday, 29 May 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting by corporations

In order to vote at the meeting (other than by proxy – see below for instructions), a corporation that is a shareholder must appoint a person to act as its representative. The appointment must comply with the *Corporations Act 2001* (*Cth*). A letter of representation must be either lodged with the registrar, prior to the commencement of the meeting or the representative must bring to the meeting evidence of his or her appointment including any authority under which it is signed.

Voting by Proxy or Attorney

A member is entitled to appoint a proxy, attorney or representative (who need not be a shareholder in the Company) to vote on his or her behalf at the meeting. A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
- provides the Company with satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A member may appoint no more than two proxies or attorneys. Each proxy or attorney must be appointed to represent a specified proportion of the member's voting rights. If no proportion is specified, each proxy or attorney is entitled to exercise half the member's votes. Where a member appoints two proxies or attorneys, neither will be entitled to vote on a show of hands if more than one proxy or attorney attends and each may only exercise the voting rights the proxy or attorney represents on a poll.

A Proxy Form is enclosed with this Notice of Meeting. Proxy voting instructions are outlined on the back of the Proxy Form. To be effective, the Proxy Form (and the authority pursuant to which the instrument is signed) must be received **no later than 11am (Brisbane time) on Sunday, 27 May 2016** by:

- email to sandyh@soonmining.com
- post to PO Box 115, Morningside 4170 Australia
- by hand to Unit 10B/ 8 Metroplex Avenue, Murrarie QLD 4170 Australia
- facsimile to +61 7 3906 2890

For any **Enquiries** please call: +61 7 3906 2882.

Soon Mining Limited 2015 Annual Report

The Company's Annual Report (including the Financial Report) are accessible from the Company's website at www.soonmining.com.

Election forms to receive a free hard copy of the Company's Annual Report (including the Financial Report) are available from the Share Registry.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11am on 29th May 2016**.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11am on 29th May 2016**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 By Fax	+ 61 7 3906 2890
✉ By Mail	Soon Mining Limited PO Box 115, Morningside QLD 4170 Australia
👤 In Person	Unit 10B/ 8 Metroplex Avenue, Murrarie QLD 4172 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐ **Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Soon Mining Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Wheelhouse Room, Southport Yacht Club, 1 Macarthur Parade, Main Beach on 31st May 2016 at 11am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 2	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 A	To re-elect Ching-Ling Chi as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 B	To re-elect Jiahui Jeremiah Thum as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 C	To re-elect Garry Edwards as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016