
APPENDIX XIV

NOTICE OF EXTRAORDINARY GENERAL MEETING



龍資源有限公司
DRAGON MINING
LIMITED

DRAGON MINING LIMITED

龍資源有限公司*

(Incorporated in Western Australia with limited liability ACN 009 450 051)

(Stock Code: 1712)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Extraordinary General Meeting**” or the “**Meeting**”) of the holders of ordinary shares of Dragon Mining Limited (the “**Company**”) will be held at [REDACTED] on [REDACTED] at [REDACTED] (Hong Kong time) (or as soon as reasonably practicable following the conclusion or adjournment of the Scheme Meeting) for the purposes of considering and, if thought fit, passing the following resolution as an ordinary resolution:

RESOLUTION

“**THAT**, subject to and conditional upon the scheme of arrangement proposed to be made between the Company and holders of its fully paid ordinary shares (“**DML Shares**”) becoming effective in accordance with section 411(10) of the Corporations Act 2001 (Cth) (“**Corporations Act**”) (“**Scheme**”) and for the purposes of section 256C(1) of the Corporations Act and for all other purposes, the share capital of the Company be reduced on the Implementation Date (as defined in the Scheme Booklet) by cancelling all DML Shares on issue on the Implementation Date (as defined in the Scheme Booklet) in consideration of the Company transferring to the holders of DML Shares, shares in the New Holdco (as defined in the Scheme Booklet) in accordance with the Scheme and all other transactions and arrangements described in the Scheme Booklet of which the notice convening this meeting forms part of.”

Hong Kong, [REDACTED]

* For identification purposes only

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Registered office:

Unit 202, Echelon
77 The Esplanade,
South Perth,
Western Australia 6151,
Australia

Principal place of business in Hong Kong:

22nd Floor,
Allied Kajima Building,
138 Gloucester Road, Wanchai,
Hong Kong

By Order of the Court and the Board

Director

Notes:

1. GENERAL

The Notice of Extraordinary General Meeting and the Capital Reduction Resolution should be read in conjunction with the Scheme Booklet of which the Notice of Extraordinary General Meeting forms part (“Scheme Booklet”).

In these Explanatory Notes, the Extraordinary General Meeting is referred to as the Meeting.

Unless otherwise defined, terms used in this notice have the same meaning as set out in the Scheme Booklet.

(i) Information on the Capital Reduction Resolution

The Capital Reduction Resolution is being put to shareholders to obtain approval under section 256C of the Corporations Act to an equal capital reduction in the Company’s ordinary share capital under section 256B of the Corporations Act.

The Capital Reduction Resolution is being proposed in connection with the Scheme and is, as a result, conditional on the Scheme becoming Effective. Accordingly, the Capital Reduction Resolution will not come into effect unless and until the Scheme becomes Effective in accordance with section 411(10) of the Corporations Act, and is implemented.

The effect on the Company and its shareholders if the Capital Reduction Resolution is passed, together with all other factors that are material to the making of a decision by Shareholders whether to approve the Capital Reduction Resolution, is set out in the Scheme Booklet.

If the Capital Reduction Resolution is passed by the Requisite Majority, it will take effect provided that the Scheme is approved by the Requisite Majorities of Company Shareholders and the Court and all other conditions to the Scheme are satisfied or waived.

The Board is of the view that the Capital Reduction, taking into account all matters relevant to the Transaction, is fair and reasonable to Shareholders as a whole and will not materially prejudice the Company’s ability to pay its creditors.

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2. CHAIRPERSON

[•] will act as chair of the Extraordinary General Meeting and if they are unable or unwilling to act, [•] is to act as chair of the Extraordinary General Meeting.

3. VOTING

The Board recommends that you vote in favour of the Capital Reduction Resolution.

4. MAJORITIES REQUIRED

For the Capital Reduction Resolution to be passed, it must be approved by at least 50% of the votes cast on the Capital Reduction Resolution.

The vote on the resolution set out in the Notice of Extraordinary General Meeting will be decided on a poll as determined by the Chairperson of the meeting, subject to the requirements of the Corporations Act and the Company’s Constitution.

On a resolution determined by a poll, each registered Shareholder participating in the Meeting, or present by proxy, representative or attorney has one vote for every fully paid ordinary share held.

5. PROXY AND VOTING INSTRUCTIONS

(i) Entitlement to vote

In accordance with Reg 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has made a determination, eligibility to vote at the Meeting is [REDACTED] (Hong Kong/Perth time) on [REDACTED]. Only those Shareholders entered on the register at that time will be entitled to attend and vote at the Meeting. The remaining comments in these explanatory notes are addressed to Shareholders entitled to attend and vote at the Meeting.

If more than one joint Shareholder is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint Shareholder whose name appears first on the register will be counted.

(ii) Participation in, and voting at, the Meeting in person

To vote in person, you must attend the Meeting.

To vote by proxy, please refer to the proxy instructions in the section immediately below.

Voting at the Meeting will occur by poll.

Shareholders who are eligible and wish to attend and vote at the Meeting in person will be admitted and given a voting paper(s) at the point of entry to the Meeting, once they have disclosed their name and address.

(iii) Proxy instructions

A form of proxy (the “**Proxy Form**”) is to be used by Shareholders if they wish to appoint a representative (a “**proxy**”) to vote in their place.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at the Company’s Hong Kong share registrar,

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Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by [REDACTED] (Hong Kong/Perth time) on [REDACTED], being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the Meeting. To vote by proxy, please complete and sign the Proxy Form provided as soon as possible.

(iv) Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairperson of the Meeting as your proxy, mark the box as indicated on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

If the Chairperson of the Meeting is appointed as your proxy, or is appointed by default, you acknowledge that the Chairperson may exercise your proxy even though he has an interest in the outcome of the resolution and that votes cast by him for the resolution, other than as proxy holder, would be disregarded because of that interest. If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint not more than two proxies. Where the Shareholder appoints more than one proxy, the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified, each proxy may exercise half of the Shareholder’s votes.

(v) Corporate representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy, is entitled to appoint a person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. If a Shareholder appoints a body corporate as the Shareholder’s proxy to attend and vote for the Shareholder at the Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission to the Meeting. A form of the certificate may be obtained from the Company’s principal share registrar in Australia.

If a certificate is completed under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed certificate unless the power of attorney or other authority has previously been noted by the share registrar.

Body corporate representatives of Shareholders will be admitted to the meeting and given a voting paper(s) on providing at the point of entry to the Meeting, written evidence of their appointment, their name and address and the name of their appointors.

(vi) Proxies and conduct of Meeting

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy and will apply to the conduct of the Meeting. Broadly, this means that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chairperson, who must vote the proxies as directed.

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Pursuant to section 250BB of the Corporations Act, an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has two or more appointments that specify different ways to vote on the resolution — the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chairperson of the Meeting at which the resolution is voted on — the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chairperson — the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Under section 250BC of the Corporations Act, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of a company’s members;
- (b) the appointed proxy is not the chairperson of the Meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (1) the proxy is not recorded as attending the meeting;
 - (2) the proxy does not vote on the resolution,

the chairperson of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

6. CLOSURE OF REGISTERS OF MEMBERS

For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from [REDACTED] to [REDACTED] (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder to be eligible to attend and vote at the Meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on [REDACTED] (Hong Kong/Perth time).

7. SHAREHOLDER QUESTIONS

At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions on the Capital Reduction Resolution to be proposed at the Meeting.

To assist the management of the Company in responding to questions please submit any questions you may have in writing to the Joint Company Secretary by no later than 5:00 p.m. (Hong Kong/Perth time) on [REDACTED]:

In person or by post:
Unit 202, Echelon
77 South Perth Esplanade

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South Perth,
Western Australia 6151,
Australia

By phone: (08) 6311 8004 (within Australia)
+ 61 8 6311 8004 (outside Australia)

By e-mail: admin@dragonmining.com

8. OTHER

The Meeting will be held on [REDACTED] as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” announced by the Hong Kong Government is/are in force in Hong Kong at 9:00 a.m. on [REDACTED], the Meeting will be adjourned. The Company will post an announcement on the Stock Exchange’s website at www.hkexnews.hk or the Company’s websites at www.dragonmining.com and <https://www.irasia.com/listco/hk/dragonmining/index.htm> to notify Shareholders of the date, time and place of the adjourned meeting. Shareholders should carefully consider the risk of physical attendance at the Meeting under bad weather conditions, having regard to their personal circumstances and if they should choose to do so, they are advised to exercise due care and caution.