

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.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**Meeting**”) of Dragon Mining Limited (“**Company**”) will be held at Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 22 May 2023 at 11:30 a.m. (Hong Kong time) for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company, the Directors’ report and the independent auditor’s report for the year ended 31 December 2022.
2. (A) To re-elect Mr. Brett Robert Smith as a Director.
(B) To re-elect Mr. Carlisle Caldow Procter as a Director.
3. To re-appoint Ernst & Young as auditor and authorise the Board of Directors to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved subject to and in accordance with all applicable laws and regulations;

- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the constitution of the Company from time to time;

shall not exceed 20% of the total number of Shares in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution), and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the constitution of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be bought back by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution), and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the constitution of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of Resolution Nos. 4(A) and 4(B) as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 4(A) as set out in the notice convening the Meeting be and is hereby extended by the addition thereto a number representing the total number of the Shares bought back by the Company under the authority granted pursuant to Resolution No. 4(B) as set out in the notice convening the Meeting, provided that such number shall not exceed 10% of the total number of Shares in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution).”

SPECIAL RESOLUTION

The following Resolution No. 5 will be proposed to be considered as special business and, if thought fit, passed with or without amendments, as a special resolution of the Company:

5. “**THAT** the new constitution of the Company (the “**New Constitution**”), a copy of which has been produced to this meeting marked “A” and initialled by the Chairman of this meeting for the purpose of identification, be and are hereby approved and adopted as the New Constitution of the Company in substitution for and to the exclusion of the existing constitution of the Company with immediate effect after the close of this meeting and **THAT** any one of the Directors or the Joint Company Secretaries of the Company be and is hereby authorised to do all such acts and things necessary to effect and record the adoption of the New Constitution.”

By Order of the Board
Dragon Mining Limited
Hai-Young Lu
Joint Company Secretary

Hong Kong, 14 April 2023

Registered Office:

Unit 202, Level 2,
39 Mends Street,
South Perth,
Western Australia 6151,
Australia

Principal Place of Business in Hong Kong:

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

Notes:

1. All resolutions set out in this notice of the Meeting will be put to vote by way of poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. The first item of this notice of the Meeting deals with the audited consolidated financial statements of the Company for the financial year ended 31 December 2022 together with the Directors’ Report and the independent auditor’s report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman of the Meeting will also provide the Shareholders a reasonable opportunity to ask the auditor questions relevant to:

- (a) the conduct of the audit;
 - (b) the preparation and content of the Independent Auditor’s Report;
 - (c) the accounting policies adopted by the Company in relation to the preparation of accounts; and
 - (d) the independence of the auditor in relation to the conduct of the audit.
3. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it at the Meeting. A proxy need not be a member of the Company, but must attend the Meeting to represent the appointing shareholder.
 4. If the shareholder is entitled to cast two or more votes at the Meeting, he/she/it may appoint not more than two proxies. Where the shareholder appoints more than one proxy, he/she/it 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.
 5. A form of proxy should be used if shareholders wish to appoint a proxy to vote in their place. Whether or not the shareholders are able to attend the Meeting, the shareholders are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the Meeting or any adjournment or postponement thereof if they so wish. In the event that the shareholder attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
 6. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or an office copy or a notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible, in any event by 11:30 a.m. on Saturday, 20 May 2023 (Hong Kong time), being not less than 48 hours before the time fixed for holding the Meeting or any adjournment or postponement thereof. Any form of proxy received after that time will not be valid for the Meeting.
 7. A body corporate that is a shareholder is entitled to appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at the Meeting. A body corporate may appoint more than one representative but only one representative may exercise the body’s powers at any one time. The appointment of the representative must comply with the requirements under section 250D of the Australian Corporations Act 2001.

8. Where there are joint holders of any Share(s), any one of such persons may tender a vote at the Meeting, either in person or by proxy, attorney or representative in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the Meeting (whether in person or by proxy, attorney or representative) and tenders a vote, only the vote tendered by the most senior of those joint holders (seniority being conclusively ascertained by the order of names in respect of that Share(s) in the register of members of the Company) will be counted.
9. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 17 May 2023 to Monday, 22 May 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company 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 Tuesday, 16 May 2023 (Hong Kong time).
10. References to time and dates in this notice of the Meeting are to Hong Kong time and dates.

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Arthur George Dew as Chairman and Non-Executive Director (with Mr. Wong Tai Chun Mark as his Alternate); Mr. Brett Robert Smith as Chief Executive Officer and Executive Director; Ms. Lam Lai as Non-Executive Director; and Mr. Carlisle Caldwell Procter, Mr. Pak Wai Keung Martin and Mr. Poon Yan Wai as Independent Non-Executive Directors.

** For identification purpose only*