

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Requisition a special general meeting

According to Bye-law 58 of Brockman Mining Limited (the “**Company**”), the Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Company Act 1981 of Bermuda.

Propose a person to stand for election at general meetings

In accordance to bye-law 88 of the Company, it provides that no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such Notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

As such, if a shareholder wishes to nominate a person (the “**Proposed Candidate**”) to stand for election as a Director of the Company at a general meeting of the Company, the following documents must be validly served to the Board or the Company Secretary of the Company at the head office and principle place of business in Hong Kong.

- (a) a written notice signed by him/her as the Shareholder (other than the Proposed Candidate) duly qualified to attend and vote at the meeting for which such notice is given of his/her intention to propose the Proposed Candidate for election; and
- (b) a written notice signed by the Proposed Candidate of his/her willingness to be elected.

As stipulated in the aforesaid bye-law, please note that the minimum length of the period, during which such notices are given, shall be at least seven days before the date of the general meeting. The period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

In order to allow the Company to inform the Shareholders of the proposal and to enable the Shareholders to make an informed decision on their election at a general meeting, the written notice must state the full name of the Proposed Candidate and include his/her biographical details as required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), as published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the Proposed Candidate’s written consent to the publication of his/her personal data.

Upon receipt of the written notice from the Shareholder to propose the Proposed Candidate at the general meeting, the Company will then publish an announcement in accordance with the requirements under the Listing Rules or issue a supplementary circular. The particulars of the Proposed Candidate will be included in the announcement or supplementary circular of the Company.