



SOON MINING LIMITED

ACN 603 637 083

Notice of Annual General Meeting

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The 2017 Annual General Meeting of Soon Mining Limited (the Company) will be held:

Date: Tuesday, 16 May 2017

Time: 10:30 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 2016.

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 2016 be adopted.

Note: The Remuneration Report is contained within the Directors' Report of the 2016 Annual Report and commences on page 7 of the Report. This is a non-binding advisory vote.

3. Election of Directors

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

- (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.

By order of the Board of Soon Mining Limited

Jeremiah Thum
Company Secretary
13th April 2017

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 2016 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 2016 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, RSM, 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 7 of the 2016 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.

Board recommendation

The Board, other than Ms Chi, considers that it is in the best interests of shareholders that this Director remains on the Board of the Company and recommends that shareholders votes in favour of the re-election of Ms Chi.

Voting Exclusion Statements

2. Remuneration Report

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 2016 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 7pm (Brisbane time) on Sunday 14 May 2017. 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 10:30am (Brisbane time) on Sunday, 14 May 2017** by:

- **email** to info@soonmining.com
- **post** to PO Box 115, Morningside QLD 4170 Australia
- **by hand** to Unit 10B/ 8 Metroplex Avenue,
Murrarie QLD 4170 Australia
- **facsimile** to +61 7 3906 2889

For any **Enquiries** please call: +61 7 3006 2882.

Soon Mining Limited 2016 Annual Report

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