



# Haoma Mining NL

A.B.N 12 008 676 177

**Registered Office & Head Office:**

Tonic House, 386 Flinders Lane, Melbourne, Vic., 3000, GPO Box 2282U, Melbourne, Vic., 3001.

Telephone (03) 9629 6888, Facsimile (03) 9629 1250

Email: [haoma@roymorgan.com](mailto:haoma@roymorgan.com) Website: [www.haoma.com.au](http://www.haoma.com.au)

January 29, 2018

Dear Shareholder,

Enclosed herewith is a Notice of General Meeting for Wednesday February 28, 2018.

The Notice of Meeting and the accompanying Explanatory Memorandum detail Haoma's intention to delist from the Australian Securities Exchange ('ASX').

As outlined in the Explanatory Memorandum, Haoma's Board has decided that if agreement cannot be reached with the ASX for the current suspension of trading in the company's shares to be lifted prior to the date of the General Meeting, then a resolution to delist the company from the ASX Official List will be considered and voted upon at the meeting.

Following the suspension of trading in the Company's securities that was initiated by ASX on October 18, 2017 your Directors have been involved in continuous discussions with the ASX about the requirements and conditions upon which the suspension placed upon Haoma's shares would be lifted. The Board noted that there was considerable support expressed by shareholders who attended the Company's Annual General Meeting on November 30, 2017 for the Company's actions.

To date we have not been able to reach an agreement with the ASX for the suspension to be lifted.

As a consequence, The Board is of the view that if the shares of the company are not returned to a 'trading' status by the ASX then it is in the best interests of shareholders for the company to seek to be delisted from ASX and to consider alternatives for trading of the Haoma's shares.

I look forward to your attendance at the General Meeting.

Yours sincerely,

**Gary Morgan**  
CHAIRMAN



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## NOTICE OF GENERAL MEETING

**Notice is given** that a General Meeting of Shareholders will be held at ‘Tonic House’, Basement, 386 Flinders Lane, Melbourne, Victoria on Wednesday February 28, 2018 commencing at 10.00am.

### Business

1. Shareholder approval for the Company to request removal from the Official List of the Australian Securities Exchange.

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

*“That, approval be given for the Directors to request the removal of the Company from the Official List of the Australian Securities Exchange, subject to any conditions imposed by the ASX, on the fifth business day after the date on which this resolution is passed.”*

Should Haoma and ASX resolve the outstanding issues between them such that the suspension of trading in Haoma’s securities is lifted prior to the General Meeting scheduled for February 28, 2018, the resolution will be withdrawn and will not be put for consideration at the meeting.

### Material accompanying this Notice:

- Explanatory memorandum setting out reasons for the resolution set out in this notice.
- Proxy form

By Order of the Board.

**Jim Wallace**  
Company Secretary  
January 29, 2018

# **HAOMA MINING NL**

**ACN: 008 676 177**

## **EXPLANATORY MEMORANDUM**

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### **1. General**

This Explanatory Memorandum contains information relevant to the resolution set out in the Notice of Meeting dated January 29, 2018 which it accompanies and which should be read carefully by shareholders prior to the General Meeting.

The Notice relates to the General Meeting of Shareholders to be held at ‘Tonic House’, Basement, 386 Flinders Lane, Melbourne, Victoria on Wednesday February 28, 2018 commencing at 10.00am for the purpose of considering a resolution which if passed would approve an application by the Company to be removed from the Official List of the ASX on March 8, 2018 (“Proposed Delisting”).

### **2. Background**

The Company’s securities have been suspended from trading since October 18, 2017. The suspension of trading has been as a consequence of the ASX determining that the company has not complied with ASX Listing rules and has published announcements on the Haoma Mining website that the ASX has not approved for release on the ASX Company Announcements Platform.

In the period since the suspension of trading Haoma and the ASX have been negotiating in good faith what is required of Haoma under both the ASX Listing Rules and the Corporations Law. The core of the dispute between Haoma and ASX is the obligation of the Directors of the Company to keep shareholders informed of significant information that would affect the value of Haoma shares. ASX has required that Haoma should not release that information until such time as Haoma includes ASX approved JORC statements with the announcements published on Haoma’s website dated October 16, 2017, October 18, 2017, November 13, 2017, November 30, 2017, the Haoma Mining Annual Report to Shareholders and the Chairman’s Address to the Annual General Meeting held November 30, 2017.

Should Haoma and ASX resolve the outstanding issues between them such that the suspension of trading in Haoma’s securities is lifted prior to the General Meeting scheduled for February 28, 2018 it is proposed that the resolution will be withdrawn and will not be put for consideration at the meeting.

### **3. Reasons why the Company should be removed from the official list of the ASX**

The company requires a mechanism for trading in the Company’s securities. If that can not be achieved via the market mechanism provided by the ASX then there is no point continuing to be included in the Official List of the ASX.

#### **4. Voting and required majority**

In accordance with the company constitution and in accordance with Section 249HA of the Corporations Act, for this resolution to be effective it is required that:

- it be passed at a meeting of shareholders of which not less than 28 days written notice specifying the intention to propose the resolution has been given to shareholders; and
- be passed by a majority of more than 50% of all eligible votes cast by shareholders entitled to vote on the resolution

Voting at the meeting will initially be by a show of hands at which time every shareholder attending either in person or by proxy has one vote and then if a request for a poll of shareholders is made, one vote for each fully paid Ordinary Share held.

For the purposes of confirming eligible voting entitlements at the meeting, the company has determined that all ordinary shares in the Company will be taken to be held by the person(s) registered as shareholders at 6.00pm AEST on Friday February 23, 2018 ('Effective Time').

All shareholders as at the 'Effective Time' are entitled to attend and vote at this meeting and may appoint a proxy for that purpose.



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## PROXY FORM

I/We \_\_\_\_\_

of \_\_\_\_\_ (address)

being a member(s) of Haoma Mining NL hereby appoint

\_\_\_\_\_ (Name of Proxy)

of \_\_\_\_\_

or failing that person, (in the absence of a nomination as aforesaid) the Chairman, as my proxy to vote on my behalf at the General Meeting of the company to be held at 'Tonic House', Basement, 386 Flinders Lane, Melbourne, on Wednesday February 28 2018 at 10.00am or at any adjournment thereof.

[To direct your proxy how to vote, please mark the voting boxes below by inserting 'X' in the appropriate box. If you do not direct your proxy in any item, the proxy may vote as they think fit or may abstain from voting.]

I direct my proxy to vote as indicated:

### ORDINARY BUSINESS

**For**

**Against**

**Abstain**

Resolution 1: To request removal of the company from the Official list of the Australian Securities Exchange

If you do **not** wish to direct your proxy how to vote on resolutions, please mark this box.

[By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution. Votes cast by him other than as proxy holder will be disregarded because of that interest. Refer to the Explanatory memorandum included with the Notice of Meeting for further guidance as to voting by proxy on resolutions.]

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2018.

\_\_\_\_\_  
*Signature of Member(s)*

### PROXIES

Every member entitled to attend and vote at this Annual General Meeting may appoint not more than two proxies to attend and vote in their stead on each particular resolution. A proxy need not be a member of the company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

### Notes

1. To be effective, proxy forms duly completed, must be received by the company at its Registered Office at 386 Flinders Lane, Melbourne, Victoria, 3000 not less than 2 business days before the time of the meeting or any adjournment as the case may be. Proxy forms may be sent by facsimile to the facsimile number on the Notice of Annual General Meeting.
2. In the case of a corporation, this proxy must be executed in accordance with the Company's Constitution.
3. In the case of joint holders, this proxy form may be signed by any one holder.

### Voting Rights

On a show of hands every member present in person or by proxy or attorney or (in the case of a corporation) by a representative, shall have one vote. Upon a poll every member present in person or by proxy or attorney or (in the case of a corporation) by a representative shall have one vote for every ordinary share of which he is the registered holder.