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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Brockman Mining Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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**BROCKMAN**  
**BROCKMAN MINING LIMITED**  
**布萊克萬礦業有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(SEHK Stock Code: 159)**  
**(ASX Stock Code: BCK)**

**NOTICE OF ANNUAL GENERAL MEETING AND PROPOSALS  
FOR GENERAL MANDATES TO ISSUE SHARES,  
INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
RE-ELECTION OF DIRECTORS**

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A notice of the Annual General Meeting to be held at Suites 3903B, 39/F Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Wednesday, 13 December 2017 at Hong Kong time 10:00 a.m., is set out on pages 11 to 13 of this circular. Whether or not you intend to attend and vote at the Annual General Meeting or any adjourned meeting in person, you are requested to complete and return the relevant enclosed form of proxy in accordance with the instructions printed thereon.

If your shares in the Company are recorded under the Company's Hong Kong branch registrar or the Company's Bermuda principal registrar, please complete the Hong Kong proxy form and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Please read and follow the instructions, including the deadline, on the Hong Kong proxy form to lodge the form.

If your shares in the Company are recorded under the Company's Australia branch registrar, please complete the Australia proxy form and return it to the Company's branch share registrar in Australia, Computershare Investor Services Pty Limited. Please read and follow the instructions, including the deadline, on the Australia proxy form to lodge the form.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

\* for identification purpose only

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

|                                      |                                                                                                                                                                                                                                                                                                       |
|--------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Annual General Meeting”<br>or “AGM” | the annual general meeting of the Company to be held at Suite 3903B, 39/F Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Wednesday, 13 December 2017 at Hong Kong time 10:00 a.m., or any adjournment thereof (or as the case may be)                                             |
| “ASX”                                | ASX Limited (trading as the Australian Securities Exchange)                                                                                                                                                                                                                                           |
| “ASX Listing Rules”                  | the listing rules of ASX                                                                                                                                                                                                                                                                              |
| “Board”                              | the board of Directors                                                                                                                                                                                                                                                                                |
| “Bye-laws”                           | the bye-laws of the Company                                                                                                                                                                                                                                                                           |
| “Company”                            | Brockman Mining Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange and on ASX                                                                                                                               |
| “Directors”                          | the directors of the Company                                                                                                                                                                                                                                                                          |
| “General Mandate”                    | a general mandate proposed to be granted to the Directors to exercise all the powers to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof |
| “Group”                              | the Company and/or its subsidiaries                                                                                                                                                                                                                                                                   |
| “HK\$”                               | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                                                                   |
| “HK Listing Rules”                   | the Rules Governing the Listing of Securities on the Stock Exchange                                                                                                                                                                                                                                   |

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## DEFINITIONS

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|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China                                                                   |
| “Latest Practicable Date” | 31 October 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “SFO”                     | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time                                        |
| “Share(s)”                | the ordinary share(s) of HK\$0.10 each in the share capital of the Company                                                                      |
| “Shareholder(s)”          | the holder(s) of the Share(s)                                                                                                                   |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited                                                                                                         |
| “%”                       | per cent.                                                                                                                                       |

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LETTER FROM THE BOARD

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**BROCKMAN**  
**BROCKMAN MINING LIMITED**  
**布萊克萬礦業有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(SEHK Stock Code: 159)**  
**(ASX Stock Code: BCK)**

*Non-Executive Directors:*

Mr. Kwai Sze Hoi (*Chairman*)  
Mr. Liu Zhengui (*Vice Chairman*)  
Mr. Ross Stewart Norgard

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Executive Directors:*

Mr. Kwai Kwun, Lawrence  
Mr. Chan Kam Kwan, Jason (*Company Secretary*)  
Mr. Colin Paterson

*Head office and principal place of  
business in Hong Kong:*

Suites 3903B  
39/F Far East Finance Centre  
16 Harcourt Road  
Admiralty  
Hong Kong

*Independent non-executive Directors:*

Mr. Yap Fat Suan, Henry  
Mr. Uwe Henke Von Parpart  
Mr. Choi Yue Chun, Eugene

7 November 2017

*To the Shareholders*

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES  
RE-ELECTION OF DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make decisions on whether to vote for or against those resolutions.

\* *for identification purpose only*

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## LETTER FROM THE BOARD

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At the Annual General Meeting, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the General Mandate; and (ii) the re-election of Directors.

A notice of the Annual General Meeting to be held at Suite 3903B, 39/F Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Wednesday, 13 December 2017 at Hong Kong time 10:00 a.m. is set out on pages 9 to 11 of this circular. Whether or not you intend to attend and vote at the Annual General Meeting or any adjourned meeting in person, you are requested to complete and return the relevant enclosed form of proxy in accordance with the instructions printed thereon.

**If your shares in the Company are recorded under the Company's Hong Kong branch registrar or the Company's Bermuda principal registrar, please complete the Hong Kong proxy form and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Please read and follow the instructions, including the deadline, on the Hong Kong proxy form to lodge the form.**

**If your shares in the Company are recorded under the Company's Australia branch registrar, please complete the Australia proxy form and return it to the Company's branch share registrar in Australia, Computershare Investor Services Pty Limited. Please read and follow the instructions, including the deadline, on the Australia proxy form to lodge the form.**

Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

### **GENERAL MANDATE TO ISSUE NEW SHARES**

At the Annual General Meeting of the Company held on 16 December 2016, ordinary resolution was passed giving general mandate to Directors to allot, issue and otherwise deal with shares not exceeding 20% of the nominal amount of the share capital of the Company. The existing general mandate will lapse at the conclusion of the forthcoming Annual General Meeting, unless renewed at that meeting.

The Directors consider that it is in the best interests of the Company and its Shareholders to grant the General Mandate to the Directors to enhance the flexibility of any possible fund raising or acquisition. As at the Latest Practicable Date, the number of Shares in issue were 8,381,982,131. Assuming no further Shares will be issued before the date of the Annual General Meeting, the Directors would be granted a General Mandate to issue up to a maximum of 1,676,396,426 Shares.

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## LETTER FROM THE BOARD

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The General Mandate, if granted, will continue in force until (a) the conclusion of the next annual general meeting of the Company after the Annual General Meeting; or (b) it is revoked or varied by an ordinary resolution passed in a general meeting of the Company, whichever occurs first.

### RE-ELECTION OF DIRECTORS

Pursuant to Bye-laws 87 and 86(2), Messrs. Kwai Kwun, Lawrence, Yap Fat Suan, Henry and Choi Yue Chun, Eugene shall retire and, being eligible, have offered themselves for re-election to serve for another term of three years, at the Annual General Meeting respectively.

#### **Mr. Kwai Kwun, Lawrence**

Mr. Kwai Kwun, Lawrence, aged 36, joined the Board in March 2014. Mr. Kwai is also a member of the executive committee of the Company. Mr. Kwai has extensive experience in investment, international shipping, port operations and mining. Mr. Kwai graduated from Harvard University in the United States with a Bachelor of Mathematics degree. Mr. Kwai is the son of Mr. Kwai Sze Hoi, the Chairman of the Group.

Save as disclosed above, Mr. Kwai did not have any directorship in other listed public companies in the last three years.

As at the date of this circular, Mr. Kwai is interested in 87,658,412 Shares of the Company within the meaning of Part XV of the SFO.

Mr. Kwai has entered into a service contract with the Company. Mr. Kwai is not appointed for a fixed term and shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Bye-laws of the Company and the HK Listing Rules. Mr. Kwai is currently entitled to an annual remuneration of HK\$1,000,000 which is determined by the remuneration committee with reference to his duties, responsibilities and contribution to the Group. Such will be reviewed by the Remuneration Committee on a regular basis.

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## LETTER FROM THE BOARD

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There is no information relating to Mr. Kwai that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company regarding the appointment of Mr. Kwai.

### **Mr. Yap Fat Suan, Henry**

Mr. Yap Fat Suan, Henry, aged 71, joined the Group in January 2014. He holds a master degree in Business Administration from the University of Strathclyde, Glasgow, in the United Kingdom. He is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in finance and accounting.

He retired as the managing director of Johnson Matthey Hong Kong Limited in June 2007 and prior to that appointment he was the general manager of Sun Hung Kai China Development Limited. He is also an independent non-executive director of Concord New Energy Group Limited and Frontier Services Group Limited, which are listed on the Main Board of the Stock Exchange.

As at the date of this circular, Mr. Yap is interested in 400,000 Shares of the Company within the meaning of Part XV of the SFO.

Mr. Yap has entered into a service contract with the Company. Mr. Yap is appointed for a term of 3 years and shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the bye-laws of the Company and the HK Listing Rules.

Mr. Yap is currently entitled to an annual remuneration of HK\$228,000, which is determined by the remuneration committee with reference to his duties, responsibilities and contribution to the Company. Such will be reviewed by the remuneration committee on a regular basis.

Save as disclosed above, Mr. Yap does not have any relationship with any directors, senior management or substantial and controlling shareholders of the Company.

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## LETTER FROM THE BOARD

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There is no information relating to Mr. Yap that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company regarding the appointment of Mr. Yap.

### **Mr. Choi Yue Chun, Eugene**

Mr. Choi Yue Chun, Eugene, aged 45, joined the Group in June 2014. He holds a Bachelor of Laws degree from The University of Hong Kong, and was admitted as a solicitor of the High Court of Hong Kong in 1997. Currently Mr. Choi is a member of the Law Society of Hong Kong. He has over 15 years of experience in the legal field, specialising in corporate finance and compliance matters for listed companies in Hong Kong. Mr. Choi is currently the senior legal counsel of Rusal Global Management B.V.

Save as disclosed above, Mr. Choi did not have any directorship in other listed public companies in the last three years.

As at the date of this circular, Mr. Choi has no interest in any Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Choi does not have any relationship with any directors, senior management or substantial and controlling shareholders of the Company.

Mr. Choi has entered into a service contract with the Company. Mr. Choi is appointed for a term of 3 years and shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the bye-laws of the Company and the HK Listing Rules.

Mr. Choi is currently entitled to an annual remuneration of approximately HK\$228,000 which is determined with reference to his duties, responsibilities and contribution to the Company. Such will be reviewed by the Remuneration Committee on a regular basis.

There is no information relating to Mr. Choi that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the HK Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company regarding the appointment of Mr. Choi.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

Pursuant to Rule 13.39(4) the HK Listing Rules, all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner described under Rule 13.39(5) of the HK Listing Rules.

The Directors consider that all the proposed resolutions at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote for all the resolutions, including the resolutions relating to (i) the General Mandate; and (ii) the re-election of the Directors at the Annual General Meeting.

None of the Shareholders has a material interest in the aforesaid proposed resolutions and therefore, no Shareholder is required to abstain from voting.

A form of proxy for use by Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting or any adjourned meeting in person, you are requested to complete and return the relevant enclosed form of proxy in accordance with the instructions printed thereon.

If your shares in the Company are recorded under the Company's Hong Kong branch registrar or the Company's Bermuda principal registrar, please complete the Hong Kong proxy form and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited. Please read and follow the instructions, including the deadline, on the Hong Kong proxy form to lodge the form.

If your shares in the Company are recorded under the Company's Australia branch registrar, please complete the Australia proxy form and return it to the Company's branch share registrar in Australia, Computershare Investor Services Pty Limited. Please read and follow the instructions, including the deadline, on the Australia proxy form to lodge the form.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

Yours faithfully,  
For and on behalf of the Board  
**Kwai Sze Hoi**  
*Chairman*

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## NOTICE OF ANNUAL GENERAL MEETING

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# BROCKMAN

## BROCKMAN MINING LIMITED

### 布萊克萬礦業有限公司 \*

*(incorporated in Bermuda with limited liability)*

**(SEHK Stock Code: 159)**

**(ASX Stock Code: BCK)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Brockman Mining Limited (the “Company”) will be held at Suite 3903B, 39/F Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Wednesday, 13 December 2017 at Hong Kong time 10:00 a.m. (the “AGM”) for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To receive and adopt the audited financial statements and reports of the directors and the independent auditor of the Company for year ended 30 June 2017.
2. To re-elect the retiring directors and to authorize the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors of the Company to fix their remuneration.

#### **AS SPECIAL BUSINESS**

To consider and, if thought fit, pass with or without modifications, the following resolutions of the Company:

4. **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

\* *for identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the share option schemes of the Company approved by the Stock Exchange or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the company, shall not exceed the aggregate of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes 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 law or the Company’s Bye-law to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in a general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”.

By order of the Board

**Kwai Sze Hoi**

*Chairman*

Hong Kong, 7 November 2017

*Notes:*

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of the Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.
3. **If your shares in the Company are recorded under the Company’s Hong Kong share registrar or the Company’s Bermuda principal share registrar, please complete the Hong Kong proxy form and return it, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 22/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Please read and follow the instructions, including the deadline, on the Hong Kong proxy form to lodge the form.**

**If your shares in the Company are recorded under the Company’s Australia share registrar, please complete the Australia proxy form and return it, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, to the Company’s branch share registrar in Australia, Computershare Investor Services Pty Limited. Please read and follow the instructions, including the deadline, on the Australia proxy form to lodge the form. You can appoint up to two proxies by lodging the Australia proxy form. Should you wish to appoint more proxies, please fax your written request to the Company at +852 3007 9138.**

4. As at the date hereof, the board of directors of the Company comprises Mr. Kwai Sze Hoi (Chairman), Mr. Liu Zhengui (Vice Chairman) and Mr. Ross Stewart Norgard as non-executive directors; Mr. Kwai Kwun, Lawrence, Mr. Chan Kam Kwan, Jason (Company Secretary) and Mr. Colin Paterson as executive directors; Mr. Yap Fat Suan, Henry, Mr. Uwe Henke Von Parpart and Mr. Choi Yue Chun, Eugene as independent non-executive directors.