

27 November 2014

The Manager  
Companies Announcements  
Australian Securities Exchange  
Level 40, Central Park  
152-158 St George's Terrace  
PERTH WA 6000

**NOTICE OF ANNUAL GENERAL MEETING/PROXY FORM**

Nkwe Platinum Limited (ASX: NKP) ("**Nkwe Platinum**" or "**the Company**") wishes to advise that the attached Notice of Annual General Meeting and Proxy Form has been despatched to shareholders today, 27<sup>th</sup> November 2014.

Yours faithfully

Zhilin (Abraham) Li

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Australia

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ARBN 105 979 646

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Clarendon House  
2 Church Street  
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BERMUDA

**NKWE PLATINUM LIMITED**  
Bermuda Regn Number 32747

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**NKWE PLATINUM LIMITED**  
**BERMUDA EXEMPT COMPANY NO 32747**  
**ARBN 105 979 646**

## **NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 9:00am (Bermuda time) / 9:00pm (WST)

**DATE:** 17 December 2014

**PLACE:** Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 8 9481 0544.

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### IMPORTANT INFORMATION

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The business of the Annual General Meeting affects your shareholding so your vote is important.

You can vote in person or by proxy.

### VOTING IN PERSON

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To vote in person, attend the Annual General Meeting at the date, time and place set out on the cover page and in the Notice of the Annual General Meeting.

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) hand delivery to Nkwe Platinum Limited, Level 1, 18 Kings Park Road, West Perth, WA 6005;
- (b) post to Nkwe Platinum Limited, PO Box 168, West Perth, WA 6872; or
- (c) facsimile to the Company on facsimile number (+61 8 ) 9481 0655,

so that it is received not later than 9:00am (Bermuda time) / 9:00pm (WST) on 15 December 2014.

Proxy Forms received later than this time will be invalid.

If you are in doubt as to how you should vote, you should seek independent advice from your accountant, solicitor or other professional adviser prior to voting.

A Shareholder can direct its proxy to vote for, against or abstain from voting on each resolution (**Resolutions**) by marking the appropriate box in the voting directions section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.

The Chairman intends to vote all undirected proxies in favour of all Resolutions.

If you appoint the Chairman as your proxy (whether intentionally or by default) you can direct the Chairman of the Meeting to vote for, against or abstain from voting on the Resolutions by marking the appropriate box on the Proxy Form.

An appointment of a proxy or power of attorney is not effective for the Meeting unless:

(a) in the case of a proxy, the Proxy Form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and

(b) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Company by one of the following means of delivery prior to 9:00am (Bermuda time) / 9.00pm (WST) on 15 December 2014:

- (i) hand delivery to Nkwe Platinum Limited, Level 1, 18 Kings Park Road, West Perth, WA 6005;
- (ii) post to Nkwe Platinum Limited, PO Box 168, West Perth, WA 6872; or
- (iii) facsimile to the Company at (+61 8) 9481 0655.

If you are a beneficial Shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of **Nkwe Platinum Limited (ARBN 105 979 646)** will be held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda at 9:00am (Bermuda time) / 9:00pm (WST) on 17 December 2014.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 9:00am (Bermuda time) / 9:00pm (WST) on 15 December 2014.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## AGENDA

### ORDINARY BUSINESS

#### Financial Statements and Reports

To receive and consider the annual financial report for the year ended 30 June 2014 and the related Directors' report, Directors' declaration and Auditors' report.

#### Resolution 1 – Re-election of Director – Maredi Mphahlele

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

**“That, for the purpose of Listing Rule 14.4 and for all other purposes, Mr Mphahlele, a Director retiring by rotation in accordance with the Company’s constitution, being eligible and having signified his candidature for the office, is hereby re-elected as a Director of the Company.”**

#### Resolution 2 – Re-election of Director – Sharif Pandor

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

**“That, for the purpose of Listing Rule 14.4 and for all other purposes, Mr Pandor, a Director retiring by rotation in accordance with the Company’s constitution, being eligible and having signified his candidature for the office, is hereby re-elected as a Director of the Company.”**

#### Resolution 3 – Election of Director – Robin Wang (Wang Chao)

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

**“That, for the purpose of Listing Rule 14.4 and for all other purposes, Mr Wang, a Director who was appointed as a Director on 5 May 2014, retires and being eligible and having signified his candidature for the office, is hereby elected as a Director of the Company.”**

**Resolution 4 – Election of Director – Dianmin Chen**

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

“That, for the purpose of Listing Rule 14.4 and for all other purposes, Dr Chen, a Director who was appointed as a Director on 1 October 2014, retires and being eligible and having signified his candidature for the office, is hereby elected as a Director of the Company.”

**Resolution 5 – Ratification of Share placement and issue of Listed Options**

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 19,000,000 Shares and 19,130,413 Listed Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by a person who participated in the Share Placement or the issue of the Listed Options and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form, or, it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**OTHER BUSINESS**

To transact any other business that may be properly brought before the meeting in accordance with the Company's constitution.

By order of the Board



Keith Bowker  
Company Secretary  
Dated: 19 November 2014

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of Shareholders of Nkwe Platinum Limited in connection with the business to be conducted at the Annual General Meeting to be held at 9.00am (Bermuda time) / 9.00pm (WST) on 17 December 2014 at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Directors and believed to be material to Shareholders in deciding whether or not to approve the Resolutions in the Notice of Meeting. This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

Words which are defined in the Notice of Meeting have the same meaning when used in this Explanatory Statement unless the context requires otherwise.

### **Financial Statements and Reports**

In accordance with the Company's Bye-laws, the business of the Annual General Meeting will include the receipt and consideration of the annual financial report of the Company for the year ended 30 June 2014 together with the related Directors' report, Directors' declaration and Auditors' report.

No resolution need be put to the meeting in relation to these items, but Shareholders will be provided with a reasonable opportunity to ask questions about the annual financial report and generally about the management of the Company. Shareholders will also be given the opportunity to ask the Auditor questions about the Auditor's report and audit conduct.

### **Resolution 1 – Re-election of Director – Maredi Mphahlele**

Listing Rule 14.4 and Bye-law 12.3 of the Company's Bye-laws requires that one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office at each annual general meeting. The Directors retire by rotation, with the Director(s) who have been the longest in office since being appointed or re-appointed being the Director(s) who must retire in any one year. The Bye-laws ensure that no Director is able to remain in office for longer than 3 years without standing for re-election. Each Director is entitled to offer himself/herself for re-election as a Director at the annual general meeting which coincides with his/her retirement. The Managing Director (if any) is exempted by his office as Managing Director from the requirement to retire by rotation.

Mr Mphahlele retires by rotation (in accordance with the requirements of the Company's Bye-laws) at the Annual General Meeting. As he is entitled and eligible for re-election, he seeks re-election as a Director of the Company at the meeting.

Mr Mphahlele, who is an Executive Director, was appointed as an Executive Director of the Company on 1 June 2006.

The Board, other than Mr Mphahlele, unanimously recommends Shareholders vote in favour of Resolution 1.

The Chairman intends to vote all available proxies in favour of Resolution 1.

## **Resolution 2 – Re-election of Director – Sharif Pandor**

Listing Rule 14.4 and Bye-law 12.3 of the Company's Bye-laws requires that one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office at each annual general meeting. The Directors retire by rotation, with the Director(s) who have been the longest in office since being appointed or re-appointed being the Director(s) who must retire in any one year. The Bye-laws ensure that no Director is able to remain in office for longer than 3 years without standing for re-election. Each Director is entitled to offer himself/herself for re-election as a Director at the annual general meeting which coincides with his/her retirement. The Managing Director (if any) is exempted by his office as Managing Director from the requirement to retire by rotation.

Mr Pandor retires by rotation (in accordance with the requirements of the Company's Bye-laws) at the Annual General Meeting. As he is entitled and eligible for re-election, he seeks re-election as a Director of the Company at the meeting.

Mr Pandor, who is Non-Executive Chairman, was appointed as a Non-Executive Director of the Company on 14 September 2006.

The Board, other than Mr Pandor, unanimously recommends Shareholders vote in favour of Resolution 2.

The Chairman intends to vote all available proxies in favour of Resolution 2.

## **Resolution 3 – Election of Director – Robin Wang (Wang Chao)**

Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without election) past the next Annual General Meeting of the Company.

Mr Wang was appointed as a Non-Executive Director of the Company since the Company's 2013 Annual General Meeting. Accordingly, Mr Wang retires and offers himself for election as a Director of the Company.

The Board, other than Mr Wang, unanimously recommends Shareholders vote in favour of Resolution 3.

The Chairman intends to vote all available proxies in favour of Resolution 3.

## **Resolution 4 – Election of Director – Dianmin Chen**

Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without election) past the next Annual General Meeting of the Company.

Mr Chen was appointed as a Non-Executive Director of the Company since the Company's 2013 Annual General Meeting. Accordingly, Mr Chen retires and offers himself for election as a Director of the Company.

The Board, other than Mr Chen, unanimously recommends Shareholders vote in favour of Resolution 4.

The Chairman intends to vote all available proxies in favour of Resolution 4.



## **Resolution 5 – Ratification of Share placement and issue of Listed Options**

Resolution 5 proposes the ratification of the issue and allotment of 19,000,000 Shares at an issue price of \$0.10 per Share and 19,130,413 Listed Options (on the terms set out in Annexure A) on 31 December 2013 in the capital of the Company.

Listing Rule 7.4 permits the ratification of previous issues of Shares made without prior Shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to restore a Company's maximum discretionary power to issue further Shares up to 15% of the issued capital of the Company without requiring Shareholder approval.

Resolution 5 is required to be approved in accordance with Listing Rule 7.4 to ratify previous issues of Shares and Listed Options. The Company confirms that the issue and allotment of the Shares and Listed Options, the subject of Resolution 5 did not breach Listing Rule 7.1. Listing Rule 7.5 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.4 and the following information is included in this Explanatory Statement for that purpose:

- (a) 19,000,000 Shares and 19,130,413 Listed Options were allotted and issued by the Company;
- (b) the issue price per Share was \$0.10;
- (c) the issued Shares rank equally with the existing Shares;
- (d) the issued Shares and Listed Options were allotted to Jin Jiang Mining Limited;
- (e) the funds raised were to be applied for general working capital; and
- (f) a voting exclusion statement is included in the Notice.

The Board unanimously recommends Shareholders vote in favour of Resolution 5.

The Chairman intends to vote all available proxies in favour of Resolution 5.

## GLOSSARY

Capitalised terms in this Notice of Annual General Meeting and in the Explanatory Statement have the following meanings:

<b>Annual General Meeting or Meeting</b>	The annual general meeting of Shareholders convened by this Notice of Annual General Meeting.
<b>Annual Report</b>	The annual report of the Company including the reports of the Directors and Auditor and the financial statements of the Company for the year ended 30 June 2014 which can be downloaded from the ASX website (ASX:NKP).
<b>ASX</b>	ASX Limited and, where applicable, the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	The board of Directors of the Company.
<b>Bye-laws</b>	The Company's bye-laws, as amended from time to time.
<b>Directors</b>	The directors of the Company.
<b>Explanatory Statement</b>	The explanatory statement accompanying this Notice of Annual General Meeting.
<b>Listing Rules</b>	The listing rules of ASX.
<b>Nkwe or Company</b>	Nkwe Platinum Limited.
<b>Notice or Notice of Meeting</b>	The notice of meeting relating to the Annual General Meeting of Shareholders to be held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda at 9:00am (Bermuda time) / 9:00pm (WST) on 17 December 2014.
<b>Option</b>	An entitlement to a Share upon payment of the specified exercise price prior to the specified date of expiry.
<b>Ordinary resolution</b>	A resolution passed by a simple majority of Shareholders on a show of hands or by a simple majority of votes given on a poll.
<b>Proxy Form</b>	The proxy form accompanying this Notice of Meeting.
<b>Resolutions</b>	The resolutions set out in this Notice of Meeting, or any of them as the context requires.
<b>Share</b>	A fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	The holder of a Share.
<b>WST</b>	Australian Western Standard Time.
<b>\$</b>	The currency of the Commonwealth of Australia.

## ANNEXURE A

### TERMS AND CONDITIONS OF LISTED OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Subject to paragraph (k), each Option gives the Optionholder the right to subscribe for one Share.
- (b) The Options will expire at 5.00pm (WST) on 31 March 2016 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).
- (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;**(Exercise Notice).**
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Company will apply for quotation of the Options on ASX and all Options are freely transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) Subject to paragraph (k), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

## NKWE PLATINUM LIMITED

### PROXY FORM

The Secretary  
Nkwe Platinum Ltd  
PO Box 168  
West Perth WA 6872

Fax Number: (+61 8) 9 481 0655

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

of \_\_\_\_\_

being a shareholder/(s) of Nkwe Platinum Ltd hereby appoint \_\_\_\_\_

of \_\_\_\_\_

or failing him/her \_\_\_\_\_

of \_\_\_\_\_

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda at 9:00am (Bermuda time) / 9:00pm (WST) on 17 December 2014, and at any adjournment thereof in respect of [     ]% of my/our shares or, failing any number being specified, **ALL** of my/our shares in the Company. If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [     ]%. (An additional proxy form will be supplied by the Company on request.)

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a Resolution, the proxy may abstain or vote at his or her discretion.

I/we direct my/our proxy to vote as indicated below:

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of Mr Maredi Mphahlele as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Sharif Pandor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Robin Wang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Dr Dianmin Chen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Share placement and issue of Listed Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proxies given by a natural person must be signed by each appointing shareholder or the shareholder's attorney duly authorised in writing. Proxies given by companies must be executed in accordance with section 127 of the Corporations Act or signed by the appointor's attorney duly authorised in writing.

***THE CHAIRMAN INTENDS TO VOTE ALL UNDIRECTED PROXIES IN FAVOUR OF EACH RESOLUTION***

As witness my/our hand/s this                      day of    2014

**If a natural person:**

SIGNED by:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature (if joint holder)

**If a company:**

Executed in accordance with section 127 of  
the Corporations Act

\_\_\_\_\_  
Signature of Director

\_\_\_\_\_  
Signature of Director / Secretary