



**NORTON GOLD FIELDS LIMITED  
ACN 112 287 797**

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**NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY MEMORANDUM**

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Date of Meeting: 21 May 2015  
Time of Meeting: 11:30 am (Perth time)  
Place of Meeting: Level 8  
2 The Esplanade  
Perth WA 6000

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of **NORTON GOLD FIELDS LIMITED ACN 112 287 797 (Company or Norton)** will be held at Level 8 , 2 The Esplanade, Perth WA 6000 on 21 May 2015 at 11:30am (Perth time).

### AGENDA

#### ORDINARY BUSINESS

##### Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the twelve months ended 31 December 2014.

#### 1. Remuneration Report

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To consider and, if thought fit, pass the following advisory Resolution, without amendment:

*"That the Remuneration Report for the 12 months ended 31 December 2014 (as set out in the Directors' Report) be adopted."*

Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

##### **Voting restriction pursuant to section 250R(4) of the Corporations Act**

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
  - (1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
  - (2) the voter is the chair of the meeting and the appointment of the chair as proxy:
    - (i) does not specify the way the proxy is to vote on the resolution; and
    - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

## **2. Re-election of Ms Xuelin Cai as a Director**

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To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution, without amendment:

*"That Ms Xuelin Cai, who retires in accordance with Clause 14.4 of the Company's Constitution and, being eligible for re-election offers herself for re-election, be re-elected as a Director of the Company."*

### **GENERAL BUSINESS**

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

### **BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'R. Jones', is written over a horizontal line.

Mr Richard Jones  
Company Secretary  
14 April 2015

## EXPLANATORY MEMORANDUM

### INTRODUCTION

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This Explanatory Memorandum is provided to Shareholders of **NORTON GOLD FIELDS LIMITED ACN 112 287 797 (Company or Norton)** to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 8, 2 The Esplanade, Perth WA on 21 May 2015 at 11:30 am (Perth time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

### CONSIDER THE COMPANY'S ANNUAL REPORT

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The Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the 12 months to 31 December 2014 was released to ASX on 30 March 2015. The Company's Annual Report is placed before Shareholders for discussion. No voting is required for this item.

### RESOLUTION 1 – REMUNERATION REPORT

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In accordance with Section 250R of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and

(b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and

(c) either:

(1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(2) the voter is the chair of the meeting and the appointment of the chair as proxy:

(i) does not specify the way the proxy is to vote on the resolution; and

(ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

## **RESOLUTION 2 – RE-ELECTION OF MS XUELIN CAI AS A DIRECTOR**

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In accordance with Clause 14.4 of the Company's Constitution, Ms Xuelin Cai will retire by rotation at the Annual General Meeting, and will stand for re-election.

### **Ms Xuelin Cai's qualifications and experience**

Ms Cai was appointed as a Director on 18 March 2013.

Ms Cai holds a Bachelor's Degree in Economics and a Juris Master from Xiamen University of China. She is a member of CPA Australia, AICPA, ACCA and CICPA. Ms Cai was awarded a certificate of China Top CFO Project by the Ministry of Finance of China.

Ms Cai previously served as director and CFO of the Asian operations of a leading German based sanitation multinational company, focusing on the strategic management of capital. Ms Cai has over 12 years' audit experience as a CPA providing professional services, especially in the fields of financial reporting, internal control, technical support and professional training for various industries and a number of listed companies in China, Hong Kong and Germany, where she worked for Deloitte Touche Tohmatsu and one of the top 10 China CPA firms.

The Directors (excluding Ms Cai) recommend that you vote in favour of this Ordinary Resolution.

## VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 5:00pm (Perth time) Tuesday 19 May 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## INTERPRETATION

**Annual General Meeting** or **Meeting** means the Annual General Meeting of the Company to be held on 21 May 2015.

**ASX** means ASX Limited ACN 008 624 691 or Australian Securities Exchange (as applicable).

**Board** means the board of Directors of the Company.

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependent of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

**Company** or **Norton** means Norton Gold Fields Limited ACN 112 287 797.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the directors of the Company.

**Explanatory Memorandum** means this Explanatory Memorandum accompanying the Notice of Meeting.

**Key Management Personnel** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any Director (whether executive or otherwise) of that entity.

**Listing Rules** means the Listing Rules of ASX.

**Meeting** means this Annual General Meeting.

**Notice of Meeting** means the Notice of Annual General Meeting.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.

**Resolutions** means the resolutions proposed to be put to Shareholders at the Annual General Meeting.

**Shareholder** means a holder of ordinary shares in the Company.

**Shares** means ordinary fully paid shares in the issued capital of the Company.

**Trading Day** has the meaning given to that term in the Listing Rules.

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*Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Mr Richard Jones (Company Secretary) or Dr Dianmin Chen (Managing Director and Chief Executive Officer).*

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