

# MinterEllison

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**Our Ref** DIC 1077228

**Date** 17 February 2015

**Number of pages (including this one):** 15

**Subject** **Lodgement of Notice of Annual General Meeting**  
**Viagold Capital Limited**  
**ARBN 070 352 500**

Please see attached Notice of Annual General Meeting relating to the above company for lodgement on ASX.

If you do not receive all pages please telephone +61 3 8608 2096

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# VIAGOLD CAPITAL LIMITED

ARBN 070 352 500

## NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**Date:** 16 March 2015

**Time:** 3.00pm (Macau time)

**Place:** AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau



16 February 2015

Dear Shareholder

I am pleased to enclose the 2014 Notice of Annual General Meeting and accompanying Explanatory Statement. The Explanatory Statement sets out information for shareholders regarding the business of the Annual General Meeting.

The Annual General Meeting of the Company is to be held at 3.00pm (Macau time) on 16 March 2015 at AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau.

At the Annual General Meeting, the members will be asked to consider and vote on resolutions relating to:

1. the approval of the financial statements of the Company for the year ended 31 March 2014;
2. the re-election of Ms Mulei Shi and Mr Yan Wang as Directors of the Company;
3. the election of Mr Cong OuYang as a Director of the Company;
4. the re-appointment of Cheng & Cheng Limited as the auditor of the Company;
5. approval of the proposed issue by the Company of up to 8,000,000 shares; and
6. approval of the proposed issue by the Company of up to 6,000,000 options.

The resolutions are set out in the Notice of Annual General Meeting and further details in respect of each resolution are included in the Explanatory Statement.

If you are unable to attend the Annual General Meeting, please complete the attached Proxy Form and return it to the Company.

For and on behalf of the Board  
**Dr Longguang Shi**  
Chairman  
ViaGold Capital Limited

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**VIAGOLD CAPITAL LIMITED**  
**NOTICE OF ANNUAL GENERAL MEETING**

The Annual General Meeting of members of **VIAGOLD CAPITAL LIMITED** ('Company') will be held at AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau at 3.00pm (Macau time) on 16 March 2015.

**ORDINARY BUSINESS:**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions.

**Financial Statements and Reports**

1. To receive and adopt the audited financial statements, together with the directors' report and the auditors' report, of the Company for the year ended 31 March 2014.

**Election of Directors**

2. That Ms Mulei Shi, a Director retiring in accordance with By-Law 19.1 of the Constitution and being eligible, be re-elected as a director of the Company.
3. That Mr Yan Wang, a Director retiring in accordance with By-Law 19.1 of the Constitution and being eligible, be re-elected as a director of the Company.
4. That Mr Cong OuYang, a Director retiring in accordance with By-Law 19.4 of the Constitution and being eligible, be elected as a director of the Company.

**Appointment of Auditor**

5. That Cheng & Cheng Limited, having consented to act as auditor of the Company, be appointed as auditor of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix its remuneration.

**Approval of issue of Shares**

6. That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given to the Company to the issue to professional and sophisticated investors comprising business acquaintances and contacts known to the Chairman and Chief Executive Officer of the Company who have been nominated by the Company of up to 8,000,000 Shares at an issue price of A\$0.49 per Share on the terms and conditions set out in the Explanatory Statement accompanying this Notice.

**Approval of issue of Options**

7. That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given to the Company to the issue to professional and sophisticated investors comprising business acquaintances and contacts known to the Chairman and Chief Executive Officer of the Company who have been nominated by the Company of up to 6,000,000 Options at an issue price of A\$0.025 per Option on the terms and conditions set out in the Explanatory Statement accompanying this Notice.

**DATED: 16 February 2015**

**BY ORDER OF THE BOARD**

**Kenneth Kwíng Chuen Tang**  
**Company Secretary**

## NOTES

### Entitlement to Vote

- The Company has determined that for the purposes of the meeting the shares of the Company will be taken to be held by the persons who are registered as the holders of the shares in the Register of Members of the Company at 7.00pm on 13 March 2015. Accordingly, only those persons will be entitled to attend and vote at the meeting.

### Voting Exclusions

#### Resolution 6

The Company will disregard all votes cast on Resolution 6:

- by any person who may participate in the proposed issue of Shares and by any person who may obtain a benefit from the proposed issue of the Shares, except a benefit solely in the capacity of a holder of Shares if Resolution 6 is passed; and
- by any associate of any such person.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote and it is cast in accordance with the directions on the voting form; or
- the person chairing the meeting as proxy for a person who is entitled to vote and it is cast in accordance with a direction on the voting form to vote as the proxy decides.

#### Resolution 7

The Company will disregard all votes cast on Resolution 7:

- by any person who may participate in the proposed issue of Options and by any person who may obtain a benefit from the proposed issue of the Options, except a benefit solely in the capacity as a Shareholder if Resolution 7 is passed; and
- by any associate of any such person.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote and it is cast in accordance with the directions on the voting form; or
- the person chairing the meeting as proxy for a person who is entitled to vote and it is cast in accordance with a direction on the voting form to vote as the proxy decides.

### Voting by proxy:

- A shareholder who is entitled to attend and vote at the meeting may appoint up to two proxies to attend and vote on behalf of that shareholder.
- If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.
- If a shareholder appoints more than one proxy, neither proxy will be entitled to vote on a show of hands.
- A proxy need not be a shareholder of the Company.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 3.00pm (Macau time) on 14 March 2015.

Proxies may be lodged with the Company:

- by mail to ViaGold Capital Limited at:  
Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6 I-K, Macau; or  
Suite 1102, Level 11, 370 Pitt Street, Sydney, NSW 2000, Australia
- by facsimile to ViaGold Capital Limited at:  
+ 853 2872 7819 (Macau) or,  
+61 2 9283 3168 (Australia),
- by email to ViaGold Capital Limited at:  
herman@hermanchowco.com
- A Proxy given by a corporate shareholder must be executed in accordance with the constitution of the company giving the proxy, or under the hand of a duly authorised attorney of the company.
- A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- If a Shareholder appoints the chairman of the meeting as the Shareholder's proxy and does not specify how the chairman is to vote on an item of business, the chairman may vote as he or she thinks fit. The chairman advises that he intends to vote, as proxy for any such Shareholder, in favour of each Resolution.

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## VIAGOLD CAPITAL LIMITED

### EXPLANATORY STATEMENT

#### PURPOSE OF INFORMATION

This information is given to shareholders in relation to the resolutions to be considered at the 2014 Annual General Meeting of the Company to be held at AV. Xian Xing Hai, ED. Zhu Kuan (Golden Dragon Centre) 6J-K, Macau at 3.00pm (Macau time) on 16 March 2015.

#### Definitions

In the Notice of Meeting and this Explanatory Statement the following terms have the following meanings:

**Act** means the Companies Act 1981 of Bermuda.

**AGM** means the annual general meeting that is the subject of, and convened by, the Notice of Meeting.

**ASX** means ASX Limited.

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

**Company** or **ViaGold** means ViaGold Capital Limited.

**Constitution** means the constitution of the Company.

**Director** means a director of the Company from time to time.

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

**Meeting** means Annual General Meeting of the Company to be held on 16 March 2015.

**Notice of Meeting** means the Notice of Annual General Meeting dated 16 February 2015 referred to in and which accompanies this Explanatory Statement.

**Option** means an option to subscribe for Shares on the terms and conditions set out in this Explanatory Statement.

**PRC** means the People's Republic of China.

**Resolution** means a resolution referred to in the Notice of Meeting.

**Share** means an ordinary share in the capital of the Company.

**Shareholders** means the holders of Shares.

A reference to **\$**, **A\$**, **\$A** or **AUS\$** is to the legal currency of Australia.

#### THE PROPOSALS

The Resolutions before the meeting relate to the following matters:

1. approval of the financial statements of the Company;
2. the re-election of Ms Mulei Shi and Mr Yan Wang as Directors;
3. the election of Mr Cong OuYang as a Director;
4. the appointment of Cheng & Cheng Limited as auditors of the Company;
5. the approval of the issue by the Company of up to 8,000,000 Shares; and
6. the approval of the issue by the Company of up to 6,000,000 Options.

Each of the Resolutions is an ordinary resolution and will be approved by majority vote of the Shareholders present at the Meeting and voting on a Resolution.

## WHY THE MEETING IS BEING HELD

### Resolution 1 - Financial Statements & Reports

Pursuant to the Act, a public company that is required to hold an annual general meeting must table its financial statements and reports for the previous year before the members at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements in the Annual Report of the Company for the year ended 31 March 2014. A copy of the Annual Report has been forwarded to each Shareholder. A copy of the audited financial statements and the associated reports will be tabled at the meeting for the approval of the Shareholders.

### Resolutions 2 and 3 – Re-election of existing Directors

Pursuant to By-Law 19.1 of the Constitution, at each annual general meeting, 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. The Directors retire by rotation, with the Directors who have been the longest in office since being appointed or re-appointed being the Directors who must resign in any year. The Constitution ensures that no Director is able to remain in office for longer than 3 years without facing re-election. If eligible to hold office, each retiring Director is entitled to offer himself for re-election as a Director at the annual general meeting which coincides with his or her retirement.

At the Meeting, each of the following Directors, Ms Mulei Shi and Mr Yan Wang, will be retiring by rotation. As each is eligible and wishing to continue as a Director, Ms Shi and Mr Wang offers themselves for re-election.

#### *Biographical details*

##### **Ms Mulei Shi**

Ms Shi is an executive Director of the Company. She holds a bachelor degree in Economics and Law and an MBA (with a focus on finance). Ms Shi has worked in investment banking in New York and for the Konka Group (which is a large global manufacturer of electronic products that is listed on the Shenzhen Stock Exchange). She is also the Vice-Principal of a Zhuhai vocational school and an executive director of the Association of Young Entrepreneurs, Guangdong Province, PRC.

##### **Mr Yan Wang**

Mr Wang has been an independent non-executive Director of the Company since 17 September 2012. He is an economist by training and has consulted to a number of international companies with operations in PRC. He has held executive management positions - as Managing Director of Nanda High-Tech Venture Capital Company and, prior to that role, as Deputy Managing Director of Jiangsu Far East International Assessment Company (both of which are located in Jiangsu Province in PRC). Mr Wang holds a Bachelor Degree from Hohai University in Nanjing.

### Resolution 3 - Election of Director

Pursuant to By-Law 19.4 of the Constitution, a Director appointed to fill a casual vacancy or as an addition to the Board during the course of a year must not hold office (without being required to seek election) past the next annual general meeting of the Company.

Mr Cong OuYang was appointed as a Director (as an addition to the Board) on 21 July 2015.

As the Meeting is the first annual general meeting of the Company following the appointment of Mr OuYang as a Director, he will retire in accordance with the requirements of the Constitution and ASX Listing Rules at the Meeting. As he is entitled and eligible for election, he seeks election as a Director of the Company at the Meeting.

#### *Biographical details*

##### **Mr Cong OuYang**

Mr OuYang is a professional accountant. He is presently the Vice President and Chief Financial Officer of Zhuhai Shing Ming International Investment and Management Co. Limited. Prior to commencing that role, Mr OuYang was the President of various branches of China Industrial and Commerce Bank in Zhuhai; marketing and sales department head of Zhuhai Gree Group Finance Co. Limited and assistant to the President of Bank of East Asia, Zhuhai branch. Mr OuYang has 27 years experience in investment and



financial management.

### **Resolution 5 - Appointment of Auditor**

In accordance with the requirements of By-Law 35.1(b) of the Constitution, at each annual general meeting, the Company is required to appoint one or more firms of auditors as its auditor to hold office until the conclusion of the next annual general meeting.

Cheng & Cheng Limited is the current auditor of the Company, having been appointed as the auditor in November 2012. The Company wishes to re-appoint Cheng & Cheng Limited as its auditor for the next 12 months. Cheng & Cheng Limited has confirmed its willingness to act as the Company's auditor and, therefore, the Company recommends its appointment to that role for the current financial year and proposes Resolution 5 accordingly.

### **Resolutions 6 and 7 – Approval of the issue of Shares and Options**

#### **Background**

The Company is involved in a number of initiatives to expand the scope of its business operations and investment activities in PRC and, for those purposes, it needs to raise new equity capital, principally for working capital to assist it to fund these new initiatives. In particular, the Company is seeking to pursue further investment in the mining, processing and trading of minerals.

Resolutions 6 and 7 are proposed for the purpose of facilitating the raising of the new capital. Resolution 6, if approved, will permit the Company to issue up to 8,000,000 Shares to professional and sophisticated investors comprising business acquaintances and contacts known to the Chairman and Chief Executive Officer of the Company and who have been nominated by the Company at an issue price of A\$0.49 per Share.

Resolution 7, if approved, will permit the Company to issue up to 6,000,000 Options. Each Option will entitle the holder to subscribe for one Share on payment of an exercise price of A\$0.465 at any time prior to the expiry date of the Option (that being the tenth anniversary of the date of the Meeting). The issue price of the Options is A\$0.025 per Option. The Options will be issued to professional and sophisticated investors comprising business acquaintances and contacts known to the Chairman and Chief Executive Officer of the Company and who have been nominated by the Company.

The proposed issue of the Options is not tied to the issue of the Shares. The Options will be issued selectively and only in circumstances where the Board believes that the issue of the Options will benefit the future business plans of the Company and/or incentivise new investors to subscribe for Shares in the Company.

It is not intended that any recipient of Shares or Options approved by Resolutions 6 and 7 respectively will be a Director, an associate of a Director or other related party of the Company.

For completeness, Resolutions 6 and 7 are not interdependent. A failure by the Shareholders to approve Resolution 6 (i.e. the issue of up to 8,000,000 Shares) will not of itself invalidate Resolution 7 or preclude the issue of up to 6,000,000 Options (if Resolution 7 is approved by the Shareholders).

Similarly, a failure by the Shareholders to approve Resolution 7 (to approve the issue of up to 6,000,000 Options) will not invalidate or otherwise affect the issue of up to 8,000,000 Shares (if Resolution 6 is approved by the Shareholders).

#### **Resolution 6 – Approval of the issue of Shares**

At the Meeting, the Shareholders will be asked to consider and vote on a resolution to approve the issue by the Company of up to 8,000,000 Shares to professional and sophisticated investors identified by the Company. The Shares will be issued at A\$0.49 per Share. The background to the issue of the Shares is set out above.

If Resolution 6 is approved by the Shareholders at the Meeting, the Company intends to immediately approach professional and sophisticated investors comprising business acquaintances and contacts known to the Chairman and Chief Executive Officer of the Company for the purpose of raising the required new capital. It is expected by that the subscription for up to 8,000,000 Shares will be completed shortly following the Meeting.

On issue, the Shares will rank equally with all other existing Shares from the date of issue.

*Why is shareholder approval being sought?*

Listing Rule 7.1 provides that an ASX listed company must not issue or agree to issue equity securities, without the prior approval of its shareholders, if the number of equity securities issued (or agreed to be issued), when aggregated with the number of equity securities issued by the company during the previous 12 months, would exceed 15% of the total number of ordinary shares on issue in the company at the commencement of that 12 month period.

An issue by the Company of 8,000,000 Shares would involve the issue of new Shares constituting in excess of 15% of the total number of Shares on issue in the Company. As such, the approval of the Shareholders of the issue of these Shares is required under Listing Rule 7.1 before that issue can take place.

Further, by obtaining the approval of the Shareholders to the issue of the Shares, there is an added benefit to the Company in that, when those Shares are issued, they will not count within the 15% limit when determining compliance by the Company with Listing Rule 7.1 over the next 12 month period. Accordingly, if Resolution 6 is approved, the Company will be permitted to issue up to 8,000,000 Shares (within the 3 month period following the Meeting) without impacting the ability of the Company to subsequently issue securities up to the 15% limit in the next 12 month period.

In that way, Shareholder approval of the new issue will permit the Company to raise any additional working capital that may be needed, up to the full 15% limit under Listing Rule 7.1, in the coming 12 month period as and when it is needed and to do so without the requirement for Shareholder approval. This ability to issue new Shares (or other securities) provides the Company with flexibility and an ability to undertake new initiatives and investment opportunities as and when they arise.

The Company does not believe there are any material disadvantages to the Company and Shareholders if Resolution 6 is approved. However, the Company does note that, if and when the further Shares are issued, the interests of all other Shareholders will be diluted by the issue. It is also possible, if the full 8,000,000 Shares are issued to only three (or fewer) investors, that those investors will then hold significant shareholdings in the Company. Importantly, in that context, it is unlikely that any new investor will, as a result of the proposed issue, be in a position to control or substantially influence the affairs of the Company, noting (in particular) that it is not proposed to offer any investor subscribing for the new Shares the opportunity of having direct representation on the Board.

Listing Rule 7.3 requires the following information concerning the proposed issue of the Shares under Resolution 6 be included in the Notice of Meeting:

- Maximum number of securities to be issued or formula for calculating the number of securities the entity is to issue: The maximum number of Shares to be issued is 8,000,000.
- Issue / Date / Date by which the entity will issue the securities: It is expected the Shares will be issued to the investors in the month following the Meeting and, in any event, by no later than three months after the date of the Meeting.
- The issue price of the securities: The issue price of each Share will be A\$0.49.
- Name of allottees (if known) or the basis upon which allottees will be identified or selected: The Shares are to be issued to professional and sophisticated investors comprising business acquaintances and contacts known to the Chairman and Chief Executive Officer of the Company who have been nominated by the Company. To date, no person has formally agreed to subscribe for any or all the new Shares to be offered.

For information purposes, it is noted that no Director (or associate of a Director) or other related party of the Company (within the meaning of that term in ASX Listing Rule 10.11) will be offered the opportunity to subscribe for new Shares.

- Terms of the securities: The Shares are ordinary shares and rank equally with all other issued Shares.

- Intended use of funds raised: The funds raised by the issue of the Shares will be used for working capital purposes and, in particular, to fund various initiatives being undertaken by the Company to expand the scope of its business operations and activities in PRC.

#### *Voting exclusion statement*

A voting exclusion statement relating to Resolution 6 is included in the Notice of Meeting.

#### *What do the Directors recommend?*

Your Directors recommend that Shareholders vote in favour of Resolution 6.

#### **Resolution 7 – Approval of the issue of Options**

At the Meeting, the Shareholders will be asked to consider and vote on a resolution to permit the issue by the Company of up to 6,000,000 Options to professional and sophisticated investors identified by the Company. Each Option will entitle the holder to subscribe for one Share on payment of an exercise price of A\$0.465 at any time prior to the expiry date of the Option (that being the tenth anniversary of the date of the Meeting).

The issue price of the Options is A\$0.025 per Option. The Options will be issued to professional and sophisticated investors identified by the Company. It is intended that the Options will be issued selectively and only in circumstances where the Board believes that the issue of the Options will benefit the future business plans of the Company or incentivise new investors to subscribe for Shares in the Company.

It is not intended that any recipient of Options will be a Director (or associate of a Director) or other related party of the Company.

If Resolution 7 is approved by the Shareholders at the Meeting, the Company expects the Options will be issued over the period of 3 months following the Meeting.

#### *Why is shareholder approval being sought?*

As explained above for Resolution 6, Listing Rule 7.1 provides that an ASX listed company must not issue or agree to issue equity securities, without the prior approval of its shareholders, if the number of equity securities issued (or agreed to be issued), when aggregated with the number of equity securities issued by the company during the previous 12 months, would exceed 15% of the total number of ordinary shares on issue in the company at the commencement of that 12 month period.

If the Company was to issue the 6,000,000 Options (which are equity securities for the purpose of Listing Rule 7.1) as currently planned, it would involve the issue of equity securities constituting in excess of 15% of the total number of Shares on issue in the Company. As such, the approval of the Shareholders of the issue of the Options is required under Listing Rule 7.1 before that issue can take place.

Further, as noted above, by obtaining the prior approval of the Shareholders to the issue of the Options, the Company will be permitted to issue up to 6,000,000 Options in the 3 month period following the Meeting without impacting the ability of the Company to subsequently issue securities up to the 15% limit in the next 12 month period. The future ability of the Company to be able to issue new equity securities (up to the 15%) without the need for shareholder approval gives the Company the maximum flexibility to undertake with new initiatives and investment opportunities as and when they arise.

The Company does not believe there are any material disadvantages to the Company and Shareholders if Resolution 7 is approved. The Company notes that the aggregate sum of the issue price and exercise price of the Options is equivalent to the last market price of the Shares traded on ASX. As such, the Shareholders may be disadvantaged by the time period in which the Options may be exercised and, if and when the Options are exercised, the resulting Shares may be issued at less than the then trading price of the Shares on ASX and will dilute the interests of all Shareholders. However, balancing that disadvantage is the fact that:

- investors must pay A\$0.025 per Option upfront; and
- as the Options will be issued selectively and only in circumstances where the Board believes that the issue of the Options will benefit the future business plans of the Company or incentivise new investors to subscribe for Shares, the likely recipients of the Options will be either investors contributing material funds to the Company or providing other consideration or services to the

benefit of the Company's business.

The Company believes any price advantage offered to investors in the Options is also likely to be offset by the relatively illiquid market for trading of Shares in the Company.

Listing Rule 7.3 requires the following information concerning the proposed issue of the Options under Resolution 7 be included in the Notice of Meeting:

- Maximum number of securities to be issued or formula for calculating the number of securities the entity is to issue: The maximum number of Options to be issued is 6,000,000.
- Issue / Date / Date by which the entity will issue the securities:

It is expected the Options will be issued to professional and sophisticated investors identified by the Company. It is intended that the Options will be issued selectively and only in circumstances where the Board believes that the issue of the Options will benefit the future business plans of the Company or incentivise new investors to subscribe for Shares in the Company. The Options will be issued progressively in the three month period immediately following the Meeting. In any event, no Options will be issued to any person later than three months after the date of the Meeting.
- The issue price of the securities

The Options will be issued for A\$0.025 per Option. An amount of A\$0.465 is payable on the exercise of an Option. The final date for exercise is the date 10 years after the date of the Meeting.
- Name of allottees (if known) or the basis upon which allottees will be identified or selected

The Company intends to grant the Options to professional and sophisticated investors comprising business acquaintances and contacts known to the Chairman and Chief Executive Officer of the Company who have been nominated by the Company. It is intended that the Options will be issued selectively and only in circumstances where the Board believes that the issue of the Options will benefit the future business plans of the Company or incentivise new investors to subscribe for Shares in the Company. None of the persons to be granted Options will be a Director (or associate of a Director) or other related party of the Company (within the meaning of that term in ASX Listing Rule 10.11).
- Terms of the securities

The principal terms of each Option are:

  - Each Option will entitle the holder to be issued one new Share on the payment of the exercise price (i.e. A\$0.465) on or before the final exercise date (see below).
  - The issue price of each Option is A\$0.025.
  - The final date for exercise of the Options will be the date 10 years after the date of the Meeting (i.e. 16 March 2025).
  - The Options will not be quoted on ASX (or any other recognised stock exchange).
  - The Options may be exercised at any time before the final exercise date.
  - If any reconstruction of the issued capital of the Company takes place, the terms of the Options (in particular, the number of Options and /or the exercise price of the Options) will be reconstructed in accordance with the ASX Listing Rules such that, after the reconstruction, no Option holder is either advantaged or disadvantaged, compared to the holders of Shares, by the reconstruction of the Company's capital.
  - The Options will be transferable.
  - No performance or other vesting conditions will attach to the Options.
  - It is not intended that the Options will listed for quotation on ASX.
  - A holder of Options has no right to participate in new issues of securities by the Company without exercising the Option.

- Except as permitted by ASX Listing Rule 6.22, no Option confers a right to a change in the exercise price or a change in the number of underlying securities over which it can be exercised.

The Shares issued on exercise of the Options will rank equally with all other existing Shares from the date of issue.

- Intended use of funds raised

All funds raised by the issue of the Options and by the exercise of the Options, if any one or more of the Options are exercised, will be used primarily by the Company for the purpose of providing additional working capital.

#### *Voting exclusion statement*

A voting exclusion statement relating to Resolution 7 is included in the Notice of Meeting.

#### *What do the Directors recommend?*

Your Directors recommend that Shareholders vote in favour of Resolution 7.

### **RECOMMENDATION**

Your Directors recommend that Shareholders vote in favour of all of the Resolutions.

### **HOW TO VOTE**

To vote on the Resolutions you will need to follow these steps.

#### **EITHER**

Vote by proxy - to be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or any attested copy thereof) must be lodged with the Company:

- by mail to ViaGold Capital Limited at:  
Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6 I-K, Macau; or  
Suite 1102, Level 11, 370 Pitt Street, Sydney, NSW 2000, Australia
- by facsimile to ViaGold Capital Limited at:  
+ 853 2872 7819 (Macau) or,  
+61 2 9283 3168 (Australia),
- by email to ViaGold Capital Limited at:

herman@hermanchowco.com

Shareholders are urged to return their proxies as soon as possible and, in any event, to be valid, proxies must be received by 3.00pm (Macau time) on 14 March 2015, being not later than 48 hours before the time for holding the meeting;

#### **OR**

Attend the meeting.

The sending of a proxy form will not prevent you from attending and voting at the meeting.

**By Order of the Board**  
**Kenneth Kwing Chuen Tang**  
**Company Secretary**

Dated: 16 February 2015

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## PROXY FORM

### The Secretary

**ViaGold Capital Limited (ARBN 070 352 500)**

**Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6 I-K, Macau**

I/We \_\_\_\_\_ Full Name: \_\_\_\_\_  
(please print)

of \_\_\_\_\_ Address: \_\_\_\_\_  
(please print)

being a member(s) of **ViaGold Capital Limited** appoint:

Name of Proxy Name: \_\_\_\_\_ Address: \_\_\_\_\_

or, in his /her absence:

Name of Proxy Name: \_\_\_\_\_ Address: \_\_\_\_\_

or, if I/we have not nominated a proxy or if the nominee is absent from the meeting, the Chairman of the meeting as my/our proxy to vote on my/our behalf in accordance with the following instructions (or if no instructions are given, as the proxy sees fit) at the 2014 Annual General Meeting of the members of ViaGold Capital Limited to be held at 3.00pm on 16 March 2015 and at any adjournment of that meeting.

This proxy is authorised to exercise ..... votes / .....% of my/our total voting rights.

### Directing your Proxy

To instruct your proxy how to vote, insert 'X' in the appropriate column against each item of business set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

**Please note** – If the Chairman is or is deemed to be your proxy, the Chairperson advises that he intends in relation to all undirected proxies to vote in favour of the resolution.

I/We instruct my/our proxy to vote on the Resolution in the notice of meeting):

	For	Against	Abstain
1. Approval of financial statements of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of director – Ms Mulei Shi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of director – Mr Yan Wang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- 4. Election of director – Mr Cong OyYang
- 5. Appointment of auditor
- 6. Approval of issue of Shares
- 7. Approval of issue of Options

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chairman of the meeting for the resolutions (other than as proxy holder) will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

This proxy must be signed by each appointing member (or the member's attorney). Proxies given by a company must be executed in accordance with the constitution of the company giving the proxy or under the hand of a duly authorised attorney of the company.

Dated: .....

COMMON SEAL	SIGNATURE(S)	NAME (print)

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company by no later than 3.00pm on 14 March 2015 (being not less than 48 hours before the time and date for holding the Meeting).

- by mail to ViaGold Capital Limited at:  
 Av. Xian Xing Hai, Ed. Zhu Kuan (Golden Dragon Centre) 6 I-K, Macau;  
 or  
 Suite 1102, Level 11, 370 Pitt Street, Sydney, NSW 2000, Australia.

or to

- by facsimile / email to ViaGold Capital Limited on:  
 Facsimile: + 853 2872 7819 (Macau) or +61 2 9283 3168  
 Email: herman@hermanchowco.com (Australia)

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