

# Scheme of Arrangement Further Supplementary Materials

29 May 2015

## About Norton

Norton Gold Fields Limited (ASX: NGF) is an established mid-tier gold producer.

In CY2014, Norton produced 178,269 ounces of gold from its open cut and underground operations at Paddington, near Kalgoorlie in Western Australia.

Norton's growth will come from optimising existing operations and acquiring and developing resources.

For more information, please visit our website.

[www.nortongoldfields.com.au](http://www.nortongoldfields.com.au)

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**Jinghe Chen**

**Non-Executive Chairman**

**Dianmin Chen**

**Managing Director**

**& Chief Executive Officer**

Further to Norton Gold Field Limited's (**Norton**) (ASX:NGF) recent announcement that Zijin Mining Group Co., Ltd has further increased the consideration payable to \$0.25 per Norton Share pursuant to the scheme of arrangement under which it proposes to acquire, through its wholly owned subsidiary Jinyu (H.K.) International Mining Company, all of the shares in Norton (**Scheme**) it does not already own, Norton is pleased to attach to this announcement:

- a letter to shareholders dated 28 May 2015 providing information relevant to the further increased offer and the Scheme generally;
- an addendum dated 26 May 2015 to the Independent Expert's Report dated 2 April 2015; and
- a notice of adjourned scheme meeting for the Scheme Meeting in respect of the further increased offer.

The further supplementary materials (comprising the letter, addendum and notice of adjourned scheme meeting) will be despatched today to registered shareholders, and will be available on Norton's website at [www.nortongoldfields.com.au](http://www.nortongoldfields.com.au).

Norton notes that ASIC has reviewed the further supplementary materials and has confirmed that they do not object to them. Norton also notes that the Court yesterday afternoon made orders that the adjourned Scheme Meeting, scheduled for 2:30pm on 12 June 2015, should proceed in accordance with the notice of adjourned scheme meeting attached to this announcement.

The Court has also ordered that valid proxy forms for the Scheme Meeting that have already been lodged by any Norton Shareholder are deemed still to be valid unless revoked, and members who vote or who have voted in favour of the Scheme (using the proxy form sent to Shareholders with the Scheme Booklet) are deemed to have voted in favour of the two resolutions in the notice of adjourned scheme meeting. A further proxy form will be sent to shareholders together with the further supplementary materials attached to this announcement.

### For further information please contact:

Dianmin Chen, Managing Director and CEO

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Email - [info@nortongoldfields.com.au](mailto:info@nortongoldfields.com.au)



28 May 2015

Dear Norton Shareholder

### **Adjournment of Scheme Meeting and Supplementary Disclosure**

As announced to the ASX on 21 May 2015, the Scheme Meeting in relation to the proposed scheme of arrangement between Norton Gold Fields Limited (**Norton**) and its shareholders pursuant to which Norton's majority shareholder, Zijin Mining Group Co., Ltd (**Zijin**) would acquire all of the shares in Norton it does not already control, which was scheduled for 2:30pm on Thursday, 21 May 2015, was adjourned by the Chairman.

The new date for the Scheme Meeting is **Friday, 12 June 2015 at 2:30pm** (WST) at Level 8, Exchange Plaza, 2 The Esplanade, Perth, Western Australia.

On 26 May 2015, Norton announced that Zijin had offered to increase the consideration payable from \$0.23 to \$0.25 per Norton share (**Further Revised Scheme**).

Enclosed with this letter is the supplementary disclosure relating to the Further Revised Scheme, which includes a new timetable and a new proxy form.

### **Further supplementary disclosure - increase in scheme consideration**

On 6 February 2015, Norton announced that it had entered into a binding Scheme Implementation Agreement with Zijin, under which Zijin would acquire all of the shares that it does not already control in Norton for \$0.20 per share. On 25 February 2015, Norton received written notice from Zijin nominating its wholly owned subsidiary, Jinyu (H.K.) International Mining Company Limited (Jinyu), as the acquiring entity.

On 27 April 2015, Norton announced that it had agreed with Zijin to increase the scheme consideration from \$0.20 to \$0.23 per Norton share.

The Scheme Meeting on 21 May 2015 was adjourned by the Chairman until 2:30pm (WST) on Friday, 12 June 2015.

We are pleased to advise that Zijin has further increased the consideration under the proposed scheme to \$0.25 per Norton Share. This offer supersedes the offer announced on 27 April 2015 and detailed in the revised Notice of Meeting dated and sent to you on 8 May 2015.

The increase in the scheme consideration follows discussions between Norton and certain parties, which have committed to support the Further Revised Scheme. This includes irrevocable commitments to Norton to vote certain proxies (collectively representing approximately 49 million shares in Norton) in favour of the Further Revised Scheme in the absence of a superior proposal.

If the Further Revised Scheme is implemented, you will now receive \$0.25 for each Norton share you hold on the Record Date.

As set out in the announcement dated 27 May 2015, Norton has entered into a second deed of amendment with Zijin to further amend the Scheme Implementation Agreement dated 6 February to reflect the increase to \$0.25 per Norton share, and Zijin and Jinyu have executed a second amending deed poll agreeing to provide the increased consideration.

Zijin will fund the increased scheme consideration from the sources described in the Scheme Booklet dated 8 April 2015.

Zijin has advised its offer of \$0.25 per Norton share is its best and final price.

In conjunction with the announcement regarding the further increase to the scheme consideration, Zijin has confirmed that it will not increase its offer to acquire all of the shares in Norton under Scheme from \$0.25

per Norton share. The effect of this announcement and applicable law is that Zijin is bound by its statement not to increase its offer under the Further Revised Scheme.

### **Recommendations and voting intentions**

The Independent Directors continue to unanimously recommend that, in the absence of a Superior Proposal, Shareholders vote in favour of the Further Revised Scheme at the Scheme Meeting. As at the date of this letter, no Superior Proposal has emerged.

The reasons for the Independent Directors' recommendation in favour of the further revised proposal have not changed from their reasons in support of the original proposal. These reasons and other relevant considerations are set out in the Scheme Booklet dated 8 April 2015.

In the absence of a Superior Proposal, the Independent Directors intend to vote the Shares they control in favour of the Further Revised Scheme. I urge you to attend the Scheme Meeting, or, if you are unable to do so, to complete and return the proxy form included with this letter. Information on how to vote is on page 12 of the original Scheme Booklet, the attached proxy form and Notice of Adjourned Scheme Meeting – or you can call the share registry for further information by calling +61 1300 554474. If you have already lodged a proxy form, it will remain valid for the adjourned Scheme Meeting.

### **Information on the Further Revised Scheme**

The Scheme Booklet dated 8 April 2015 has been sent to you. This letter supplements and should be read together with the original Scheme Booklet and supplementary disclosure dated 8 May 2015. Terms defined in the Scheme Booklet have the same meaning in this document. The Scheme Booklet, together with this letter (including the Notice of Adjourned Scheme Meeting), contain all the information relevant to the Further Revised Scheme. Other than as outlined in this letter, no other terms or conditions of the original proposal have changed. Shareholders are encouraged to read the Scheme Booklet and this letter carefully and in full, and seek their own investment or professional advice.

In addition to increasing the consideration under the Scheme, Zijin also increased (via a second variation to the Cancellation Deed) the consideration payable to Drock International Pty Ltd (associated with director, Dianmin Chen) for the cancellation of the OPT1 Options, from \$0.055 to \$0.075 per OPT1 Option.

Further, Dianmin Chen will, as a result of the increase to the scheme consideration, now receive a cash payment of \$425,461 (as opposed to \$340,368 as disclosed in the Scheme Booklet) upon the vesting of his 1,701,843 Performance Units.

As a result of the increase to the scheme consideration, the Independent Expert has provided a further addendum dated 26 May 2015 to the Independent Expert's Report dated 2 April 2015 and the addendum dated 5 May 2015. The Independent Expert's conclusions remain unchanged, such that in light of the increase to the scheme consideration:

the Scheme is fair and reasonable and in the best interests of Non-Associated Shareholders; and

no collateral benefit has been provided to Dianmin Chen to induce him to vote in favour of the Proposed Scheme as a result of the increase to the consideration payable for the cancellation of the OPT1 Options.

The full addendum is attached to this letter.

### **Adjourned Scheme Meeting and Voting**

The Scheme Meeting and the time for lodging proxies have changed. Norton shareholders will vote on the Further Revised Scheme at the Scheme Meeting to be held at 2:30pm on 12 June 2015 at Level 8, Exchange Plaza, 2 The Esplanade, Perth Western Australia. This is done by first approving the amendments to the original scheme and then voting on the Further Revised Scheme. A Notice of Adjourned Scheme Meeting is attached to this letter.

**You may have already submitted a proxy in relation to the Scheme. If so that proxy will remain valid unless revoked in writing or by returning a new proxy form.** A direction to vote in favour of the Scheme will be taken as a general authority to vote in favour of the Scheme at the higher price (ie in favour of the Further Revised Scheme). However, in the circumstances, the Independent Directors strongly

encourage all Shareholders unable to attend the Scheme Meeting in person to complete and return a proxy form directing their proxy to vote in favour of the Scheme. **A new proxy will be taken to revoke any existing proxy.**

**To be valid, proxy forms must be received by the Registry by no later than 2.30pm on 10 June 2015.**

#### **Timetable**

Deadline for submission of proxy for Adjourned Scheme Meeting	2.30pm WST on 10 June 2015
Eligibility to vote at Adjourned Scheme Meeting	5pm WST on 10 June 2015
Adjourned Scheme Meeting	2.30pm WST on 12 June 2015
Second Court Hearing	19 June 2015
Effective Date	19 June 2015
Record Date	25 June 2015
Implementation Date	30 June 2015

#### **Additional information**

The Company, Zijin and Jinyu have entered into a second deed of amendment to the Scheme Implementation Agreement in respect of the increased consideration, and Zijin and Jinyu have executed a second amending Deed Poll to confirm their obligation to pay the increased consideration to Norton shareholders upon implementation of the scheme. A copy of the second deed of amendment to the Scheme Implementation Agreement and the second amending Deed Poll were released on the ASX on 27 May 2015.

A copy of this letter has been provided to ASIC, and a copy has been released on ASX. Neither ASIC nor ASX nor any of their officers takes any responsibility for the contents of this letter. The fact that the Court has reviewed this letter (which forms part of the Explanatory Statement) does not mean that the Court has formed any view as to the merits of the Revised Scheme or as to how Norton shareholders should vote at the Scheme Meeting (on this matter Norton Shareholders must reach their own decision) or has prepared, or is responsible for, this letter or the Scheme Booklet.

#### **Further Information**

If you have any questions or require further information, please contact the Company Secretary of Norton on + 61 8 9263 9700.

Yours sincerely



Dianmin Chen  
Managing Director  
On behalf of the Independent Directors

Independent Directors  
Norton Gold Fields Limited  
Level 36, Exchange Plaza  
2 The Esplanade  
Perth 6000 WA

26 May 2015

Dear Directors

**Re: Scheme of arrangement relating to Zijin's acquisition of Norton's shares and variation to the Cancellation Deed**

On 2 April 2015, Deloitte Corporate Finance Pty Limited (Deloitte) issued an independent expert's report (IER) in relation to the proposed scheme of arrangement under which Zijin Mining Group Co. Ltd (Zijin) would acquire all of the shares in Norton Gold Fields Limited (Norton) it does not already own (the Proposed Scheme). Our opinion was that the Proposed Scheme was fair and reasonable and in the best interests of Non-Associated Shareholders.

Deloitte also provided an opinion on whether any collateral benefits are being provided to Dianmin Chen, the CEO of Norton, in relation to the cancellation of options (OPT1 Options) he holds through Drock International Pty Ltd, to induce him to vote in favour of the Proposed Scheme. Our opinion was that no collateral benefit has been provided to Dianmin Chen to induce him to vote in favour of the Proposed Scheme.

Regulatory Guide 112 issued by the Australian Securities and Investments Commission requires us to consider all new information that may have a material impact on our opinion subsequent to its issue.

On 27 April 2015, Norton announced that Zijin had agreed to increase the offer under the Proposed Scheme from \$0.20 to \$0.23 per Norton share and the consideration for the OPT1 Options was also increased. Deloitte issued a letter dated 5 May 2015 confirming that our opinion remained that the Proposed Scheme was fair and reasonable and in the best interests of Non-Associated Shareholders, and that no collateral benefit was being provided to Dianmin Chen to induce him to vote in favour of the Proposed Scheme.

The scheme meeting originally scheduled to be held on 21 May 2015 has been adjourned to 12 June 2015. On 26 May 2015, Norton announced that Zijin has agreed to increase its offer under the Proposed Scheme to \$0.25 per Norton share and to increase the consideration payable to Dianmin Chen for the cancellation of the OPT1 Options from \$0.055 to \$0.075 per OPT1 Option (the New Information). We have considered the New Information and movements in relevant market information since providing our previous letter.

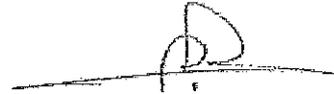
Our opinion remains that the Proposed Scheme is fair and reasonable and in the best interests of Non-Associated Shareholders.

The consideration payable to Dianmin Chen has increased from \$440,000 to \$600,000. We have updated our valuation of the OPTI Options which now falls within a range of \$478,000 to \$633,000. The revised consideration payable therefore remains within, but towards the higher end, of our valuation range. Our opinion therefore remains that no collateral benefit has been provided to Dianmin Chen to induce him to vote in favour of the Proposed Scheme.

Yours faithfully



**Nicki Ivory**  
Authorised Representative  
AR number 461005



**Robin Polson**  
Authorised Representative  
AR number 461010



## **Notice of Adjourned Scheme Meeting**

### **Norton Gold Fields Limited**

Notice is hereby given that by an order of the Federal Court of Australia (**Court**) pursuant to section 411(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) an adjourned meeting of the members of Norton Gold Fields Limited (**Norton**) will be held at Level 8, Exchange Plaza, 2 The Esplanade, Perth, Western Australia on Friday, 12 June 2015 commencing at 2.30pm (WST).

### **AGENDA**

To consider and, if thought fit, to agree to a modification to the proposed scheme of arrangement between Norton and its shareholders under which Zijin Mining Group Co., Ltd (**Zijin**) will acquire, through its wholly owned subsidiary Jinyu (H.K.) International Mining Company Limited (**Jinyu**), all of the shares in Norton as described in the letter to Shareholders (**Letter**) accompanying this Notice (**Further Revised Scheme**), and then to consider (with or without any modifications or conditions required by the Court) the Further Revised Scheme. Other than as outlined in the Letter, no other terms or conditions of the original proposal have changed.

To enable you to make an informed voting decision, information on the Further Revised Scheme is set out in the Scheme Booklet dated 8 April 2015 (**Scheme Booklet**) which has been sent to Shareholders and the Letter accompanying this Notice. The purpose and the effect of the Further Revised Scheme is discussed in the Scheme Booklet and the Letter.

### **RESOLUTIONS**

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

1. *"That the scheme of arrangement proposed to be entered into between Norton and the holders of its fully paid ordinary shares (other than Zijin Mining Group Co., Ltd and its Related Bodies Corporate), as contained in and more particularly described in the Scheme Booklet (**Scheme**), is amended by amending the definition of "Scheme Consideration" in Section 1 of the Scheme by deleting the reference to "\$0.20" and replacing it with a reference to "\$0.25" (**Further Revised Scheme**)."*
2. *"That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the Further Revised Scheme is agreed to (with or without modification as approved by the Federal Court of Australia) and, subject to approval of the Further Revised Scheme by the Court, the board of directors of Norton is authorised to implement the Further Revised Scheme with any such modifications."*

### **CHAIRMAN**

The Court has appointed Noel White, or failing him, Dianmin Chen, to act as a chairman of the meeting and has directed the chairman to report his result of the resolutions to the Court.

Dated: 28 May 2015

**Norton Gold Fields Limited**

## **Explanatory notes to the Notice of Adjourned Scheme Meeting**

### **INTRODUCTION**

This Explanatory Memorandum is provided to Shareholders of Norton Gold Fields Limited (**Norton**) to explain the Resolutions to be put to Shareholders at the Court Ordered adjourned Scheme Meeting to be held at Level 8, Exchange Plaza, 2 The Esplanade, Perth, Western Australia on 12 June 2015 commencing at 2:30pm (WST).

The Directors recommend this notice be read in conjunction with the accompanying letter, and the entire booklet of which this notice is deemed to form part. The Scheme Booklet dated 8 April 2015 contains important information to assist you in determining how to vote on the Scheme Resolution.

### **Required voting majority**

In accordance with Section 411(4)(1) of the Corporations Act, the resolution to approve the Scheme must be passed at the Scheme Meeting by:

- unless the Court orders otherwise, a majority in number of Scheme Shareholders present and voting (either in person or by proxy, attorney, or, in the case of bodies corporate, body corporate representative) at the meeting; and
- at least 75% of the votes cast on the resolution.

The Court has a discretion under Section 411(4)(a)(ii)(A) of the Corporations Act to approve the Scheme if it is approved by at least 75% of the votes cast on the resolution, but not by a majority in number of Scheme Shareholders present and voting at the Scheme Meeting.

### **Court Approval**

In accordance with Section 411(4)(b) of the Corporations Act, the Scheme (with or without modification) is subject to the approval of the Court. If the resolution put to the meeting is passed by the requisite majority and the other conditions precedent to the Scheme (other than approval by the Court) are satisfied or waived by the time required under the Scheme, Norton intends to apply to the Court for the necessary orders to give effect to the Scheme.

### **Entitlement to vote**

Under Section 411 of the Corporations Act and all other enabling powers, the Court has determined that the time for determining eligibility to vote at the meeting is 5pm (WST) on 10 June 2015. Only those Scheme Shareholders entered on the Norton share register at that time will be entitled to attend and vote at the meeting. The remaining comments in these explanatory notes are addressed to Scheme Shareholders entitled to attend and vote at the meeting.

### **How to vote**

Voting will be on a poll. You may vote at the meeting by:

- Attending and voting in person;
- Appointing a proxy to attend and vote on your behalf, using the proxy form that accompanied this Scheme Booklet;
- Appointing an attorney to attend and vote on your behalf, using a power of attorney; or
- In the case of a body corporate, appointing a body corporate representative to attend and vote on your behalf, using a certificate of appointment of body corporate representative.

## **Attendance**

If you or your representative(s) plan to attend the meeting, please arrive at the venue at least 30 minutes prior to the scheduled time for commencement, so that your shareholding can be checked against the Register, any power of attorney or certificate of appointment of a body corporate representative verified and you or your representative's attendance noted.

## **PROXY, REPRESENTATIVE AND VOTING ENTITLEMENT INSTRUCTIONS**

### **Voting in Person**

To vote in person, you must attend the Scheme Meeting.

Scheme Participants who wish to attend and vote at the Scheme Meeting in person will be admitted to the Scheme Meeting upon disclosure of their name and address at the point of entry to the Scheme Meeting.

### **Voting by proxy**

If you wish to appoint a proxy in respect of the Scheme Meeting, you are requested to complete and sign the original loose leaf proxy form sent to you with the Scheme Booklet; or the new proxy form provided with this Notice.

Proxy forms should be sent to the Registry as indicated on the proxy form and must be received by the Registry not less than 48 hours before the time for holding the adjourned Scheme Meeting or adjourned meeting as the case may be.

A proxy will be admitted to the adjourned Scheme Meeting upon providing at the point of entry to the Scheme Meeting written evidence of their name and address.

The sending of a proxy form will not preclude a Scheme Participant from attending in person and voting at the Scheme Meeting which the Scheme Participant is entitled to attend and vote.

**You may have already submitted a proxy or voting instruction form in relation to the scheme of arrangement. If so that proxy will remain valid unless revoked in writing or by returning a new proxy form.** A direction to vote in favour of the Scheme will be taken as a general authority to vote in favour of the Scheme at the higher price (ie in favour of the Further Revised Scheme). The Directors strongly encourage all Shareholders unable to attend the Scheme Meeting in person to complete and return a proxy form directing their proxy to vote in favour of the Scheme. Proxy forms can be obtained from the share registry by calling +61 1300 554474. **A new proxy will be taken to revoke any existing proxy.**

### **Voting by attorney**

Powers of attorney and authorities should be sent to the Registry as indicated in the proxy form and must be received by the Registry by no later than 2.30pm (WST) on 10 June 2015.

An attorney will be admitted to the Scheme Meeting upon providing written evidence of their appointment, their name and address and the identity of the appointer at the point of entry to the Scheme Meeting.

The sending of the power of attorney will not preclude a Scheme Participant from attending in person and voting at the Scheme Meeting at which the Scheme Participant is entitled to attend and vote.

### **Voting by corporate representative**

To vote at the adjourned Scheme Meeting (other than by proxy or attorney), a corporation that is a Scheme Participant must appoint a person to act as its representative. The appointment must comply with Section 250D of the Corporations Act.

An authorised corporate representative will be admitted to the adjourned Scheme Meeting upon providing at the point of entry to the Scheme Meeting written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer.

### **Jointly held securities**

If you hold Scheme Shares jointly with one or more other persons, only one of you may vote. If more than one of you attempts to vote, only the vote of the holder whose name first appears on the Register will be counted.

### **Signing instructions**

You must sign the proxy form as follows in the spaces provided:

Individual:                      Where the holding is in one name, the holder must sign.

Joint Holding:                      Where the holding is in more than one name, either shareholder may sign.

Power of Attorney:              To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies:                      Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to Section 204A of the Corporations Act) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.

Please indicate the office held by signing in the appropriate place.