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Number of pages (including this cover page): 6

Date: 17 July 2013

Note: please find attached form 604.

## Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Gold One International Limited ("Gold One")  
 ACN/ARSN 094 265 746

## 1. Details of substantial holder (1)

Name BCX Gold Investment Holdings Limited ("BCX Gold") (and its related bodies corporate and associates named in this form, including Baiyin Nonferrous Group Co. Limited)  
 ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on

17 / 07 / 2013

The previous notice was given to the company on

30 / 12 / 2011

The previous notice was dated

30 / 12 / 2011

## 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	1,261,861,238	89.17%	1279,861,238	90.03%

## 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17 July 2013	CX Gold Investment Holdings Ltd ("CX Gold")	Acquisition of a relevant interest in fully paid ordinary shares in Gold One	ZAR 45,000,000	18,000,000 Ordinary shares	18,000,000
17 July 2013	BCX Gold	As above Note: BCX Gold has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement dated 5 July 2011, a copy of which was annexed to the ASIC Form 604 dated 11 July 2011 ("Exclusivity Agreement")	As above	As above	As above
17 July 2013	Baiyin Precious Metals Investment Limited ("BPM")	As above Note: BPM has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	As above	As above	As above
17 July 2013	Baiyin Nonferrous Group Co Limited ("Baiyin")	As above Note: Baiyin has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	As above	As above	As above
17 July 2013	China-Africa Development Fund	As above Note: China-Africa Development Fund has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	As above	As above	As above

17 July 2013	China-Africa Gold Investment Holding Co. Limited	As above Note: China-Africa Investment Holding Co. Limited has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	As above	As above	As above
17 July 2013	China Development Bank Corporation	As above Note: China Development Bank Corporation has a relevant interest under section 608(3)(b) because it controls China-Africa Development Fund	As above	As above	As above
17 July 2013	Long March Capital Limited as co-manager of Changxin Element Development LLP	As above Note: CX Gold is wholly owned by CX Elements Investment Ltd, which is co-managed by Long March Capital Limited	As above	As above	As above
17 July 2013	CITIC Kingview Capital Management Co. Ltd as co-manager of Changxin Element Development LLP	As above Note: CX Gold is wholly owned by CX Elements Investment Ltd, which is co-managed by CITIC Kingview Capital Management Co. Ltd	As above	As above	As above
17 July 2013	CX Elements Investment Ltd	As above Note: CX Gold is wholly owned by CX Elements Investment Ltd	As above	As above	As above

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
BCX Gold	BCX Gold	BCX Gold	Relevant interest under section 608(1) (a) as the current holder of securities	1,261,861,238 Ordinary shares	1,261,861,238
	CX Gold	CX Gold	BCX Gold has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	18,000,000 Ordinary shares	18,000,000
BPM	BCX Gold	BCX Gold	BPM has a relevant interest under section 608(3)(a) as BCX Gold is majority owned by BPM.	1,261,861,238 Ordinary shares	1,261,861,238
	CX Gold	CX Gold	BPM has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	18,000,000 Ordinary shares	18,000,000
Balyin	BCX Gold	BCX Gold	Balyin has a relevant interest under section 608(3)(a) as BCX Gold is majority owned by BPM, and BPM is wholly owned by Balyin	1,261,861,238 Ordinary shares	1,261,861,238
	CX Gold	CX Gold	Balyin has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	18,000,000 Ordinary shares	18,000,000
China-Africa Development Fund	BCX Gold	BCX Gold	China-Africa Development Fund has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	1,261,861,238 Ordinary shares	1,261,861,238
	CX Gold	CX Gold	China-Africa Development Fund has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	18,000,000 Ordinary shares	18,000,000

China-Africa Investment Holding Co. Limited	BCX Gold	BCX Gold	China-Africa Investment Holding Co. Limited has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	1,261,861,238 Ordinary shares	1,261,861,238
	CX Gold	CX Gold	China-Africa Investment Holding Co. Limited has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	18,000,000 Ordinary shares	18,000,000
China Development Bank Corporation	BCX Gold	BCX Gold	China Development Bank Corporation has a relevant interest under section 608(3)(b) because it controls China-Africa Development Fund	1,261,861,238 Ordinary shares	1,261,861,238
	CX Gold	CX Gold	China Development Bank Corporation has a relevant interest under section 608(3)(b) because it controls China-Africa Development Fund	18,000,000 Ordinary shares	18,000,000
Long March Capital Limited as co-manager of Changxin Element Development LLP	BCX Gold	BCX Gold	Long March Capital Limited has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	1,261,861,238 Ordinary shares	1,261,861,238
	CX Gold	CX Gold	Long March Capital Limited has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	18,000,000 Ordinary shares	18,000,000
CITIC Kingview Capital Management Co. Ltd as co-manager of Chengxin Element Development LLP	BCX Gold	BCX Gold	CITIC Kingview Capital Management Co. Ltd has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	1,261,861,238 Ordinary shares	1,261,861,238
	CX Gold	CX Gold	CITIC Kingview Capital Management Co. Ltd has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	18,000,000 Ordinary shares	18,000,000
CX Elements Investment Ltd	BCX Gold	BCX Gold	CX Elements Investment Ltd has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	1,261,861,238 Ordinary shares	1,261,861,238
	CX Gold	CX Gold	CX Elements Investment Ltd has a relevant interest under section 608(3)(a) as CX Gold is wholly owned by CX Elements Investment Ltd	18,000,000 Ordinary shares	18,000,000
CX Gold Investment Holdings Ltd	BCX Gold	BCX Gold	CX Gold Investment Holdings Ltd has a relevant interest under section 608(1)(c) as a result of the Exclusivity Agreement	1,261,861,238 Ordinary shares	1,261,861,238
	CX Gold	CX Gold	Relevant interest under section 608(1)(a) as the current holder of securities	18,000,000 Ordinary shares	18,000,000

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

#### 6. Addressees

The addresses of persons named in this form are as follows:

Name	ACN	Address
BCX Gold Investment Holdings Ltd	N/A	96 Youhao Road, Baiyin District, Gansu, China
Baiyin Nonferrous Group Co. Ltd	N/A	96 Youhao Road, Baiyin District, Gansu, China
Baiyin Precious Metals Investment Ltd	N/A	96 Youhao Road, Baiyin District, Gansu, China
China-Africa Development Fund	N/A	F10/F11, Tower C, Chemsunny World Trade Center, No. 28 Fuxinmennei Street, Xicheng District, Beijing, China
China-Africa Gold Investment Holding Co. Limited	N/A	F10/F11, Tower C, Chemsunny World Trade Center, No. 28 Fuxinmennei Street, Xicheng District, Beijing, China
China Development Bank Corporation	N/A	No. 29 Fuchengmenwai Street, Xicheng District, Beijing
Long March Capital Limited as co-manager of Changxin Element Development LLP	N/A	Tianjin Harbour Bonded Area Haigang 6th Road, No 76, B-614, c/o Suite 2111, Orient Plaza Block E1, 1 Chang An Avenue, Beijing, China 100736
CITIC Kingview Capital Management Co. Ltd as co-manager of Changxin Element Development LLP	N/A	c/o Suite 3305, Beijing Capital Mansion Building No 6, Xinyuan South Road, Chaoyang District, Beijing, China, 100004
CX Elements Investment Ltd	N/A	c/o Suite 2111, Orient Plaza Block E1, 1 Chang An Avenue, Beijing, China 100736
CX Gold Investment Holdings Ltd	N/A	c/o Suite 2111, Orient Plaza Block E1, 1 Chang An Avenue, Beijing, China 100736

#### Signature

print name ALEX YAO

capacity Attorney

sign here

date 17/07/2013

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 5 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.