

APOLLO GOLD CORP
Form DEF 14A
April 21, 2005

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SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to 240.14a-11(c) or 240.14a-12

APOLLO GOLD CORPORATION

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies: N/A

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): N/A

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Total fee paid: N/A

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF
APOLLO GOLD CORPORATION
AND MANAGEMENT INFORMATION AND PROXY CIRCULAR**

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INVITATION TO SHAREHOLDERS

It is my great pleasure to invite you to join our board of directors and the senior management of Apollo Gold Corporation at our next annual and special meeting, which convenes at 10 a.m. (Colorado time) on May 19, 2005, at the Embassy Suites Denver Tech Center, 10250 East Costilla Avenue, Centennial, Colorado, USA.

I urge you to attend if you can. This occasion is your opportunity to receive a first-hand account of how Apollo Gold Corporation performed for the year ended December 31, 2004, as well as to hear our plans for the future.

Should you have any questions for senior management, the annual meeting is an excellent place to raise them.

If you cannot attend in person, I encourage you to exercise the power of your proxy, by signing, dating and returning the enclosed proxy promptly in the accompanying reply envelope. If you decide to attend the annual and special meeting and wish to change your proxy vote, you may change your proxy by voting in person at the annual and special meeting. For further information regarding the power of your proxy please read the accompanying Management Information and Proxy Circular.

I appreciate your participation, and I look forward to seeing you this May in Centennial, Colorado.

Sincerely,

(Signed) **R. David Russell**
President and
Chief Executive Officer

April 12,
2005

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NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the **Meeting**) of the shareholders of Apollo Gold Corporation (the **Corporation**) will be held at the Embassy Suites Denver Tech Center, 10250 East Costilla Avenue, Centennial, Colorado, USA on Thursday, May 19, 2005 at the Embassy Suites Denver Tech Center, 10250 East Costilla Avenue, Centennial, Colorado, USA a.m. (10 a.m. Colorado time) for the following purposes:

- (1) to receive the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2004, together with the report of the auditors thereon;
 - (2) to elect directors of the Corporation;
 - (3) to appoint auditors and to authorize the directors to fix their remuneration;
 - (4) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to authorize certain amendments to the stock option incentive plan of the Corporation, as more particularly described in the Circular; and;
 - (5) to transact such other business as may properly come before the Meeting or any adjournment thereof.
- The accompanying Management Information and Proxy Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice of Meeting.

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ENCLOSED PROXY, AND TO RETURN IT IN THE ENVELOPE PROVIDED FOR THAT PURPOSE.

If you are a REGISTERED SHAREHOLDER of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy. Proxies to be used at the Meeting must be deposited with CIBC Mellon Trust Company, Proxy Department, 200 Queens Quay East, Unit #6, Toronto, Ontario, M5A 4K9 Canada, before 5:00 p.m. (Toronto time) on May 17, 2005.

If you are a NON-REGISTERED SHAREHOLDER of the Corporation and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. In addition, please read the section entitled **Q&A on Proxy Voting**

If my shares are not registered in my name but are held in the name of a nominee (a bank, trust company, securities broker, trustee or other), how do I vote my shares?

By Order of the Board

(Signed) R. David Russell
President and
Chief Executive Officer

Greenwood Village, Colorado
April 12, 2005

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APOLLO GOLD CORPORATION

MANAGEMENT INFORMATION AND PROXY CIRCULAR

GENERAL PROXY INFORMATION

Solicitation of Proxies

This Management Information and Proxy Circular (the Circular) is furnished in connection with the solicitation of proxies by or on behalf of the management of Apollo Gold Corporation (the Corporation or Apollo) for use at the annual and special meeting (the Meeting) of shareholders of the Corporation (the shareholders) to be held on Thursday, May 19, 2005, at 10 a.m. (Colorado time), or any adjournment thereof, at the Embassy Suites Denver Tech Center, 10250 East Costilla Avenue, Centennial, Colorado, USA for the purposes set out in the accompanying notice of meeting (the Notice of Meeting).

The solicitations will be made primarily by mail, but proxies may also be solicited personally or by telephone by directors, officers and regular employees of the Corporation at nominal cost. Banks, brokers, custodians, nominees and fiduciaries will be requested to forward the proxy soliciting materials to beneficial owners, and the Corporation will reimburse such persons for reasonable out-of-pocket expenses incurred by them in this connection. The expenses of soliciting proxies, including the cost of preparing, assembling and mailing this proxy material to shareholders, will be borne by the Corporation.

This Circular, the Notice of Meeting and accompanying Proxy are being mailed on or about April 22, 2005.

Quorum

A quorum is required in order for the Meeting to be properly constituted. The holders of at least one-third of the shares entitled to vote at a meeting of shareholders, personally present or represented by proxy, shall constitute a quorum.

Voting Shares And Principal Holders Thereof

The authorized capital of the Corporation consists of an unlimited number of common shares (**Common Shares**). As of the close of business on April 12, 2005, the record date for the Meeting, 95,173,118 Common Shares were outstanding and entitled to vote. Each Common Share is entitled to one (1) vote. The outstanding Common Shares are listed on the Toronto Stock Exchange (the **TSX**) under the symbol APG, and on the American Stock Exchange (**AMEX**) under the symbol AGT.

Beneficial Ownership Table

The following table sets forth certain information known to us with respect to the beneficial ownership of our Common Shares as of March 23, 2005 by (i) all persons who are known to us to be beneficial owners of five percent (5%) or more of the Common Shares, (ii) each of the proposed directors, (iii) the chief executive officer, the chief financial officer and the other three most highly compensated executive officers (collectively, the **Named Executive Officers**) and (iv) all proposed directors and current executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (the **SEC**) and includes voting or investment power with respect to the securities. Common Shares subject to options or warrants that are currently exercisable or exercisable within 60 days of March 23, 2005 are deemed to be outstanding and to be beneficially owned by the person or group holding such options or warrants for the purpose of computing the percentage ownership of such person or group but are not treated as outstanding for the purpose of computing the percentage ownership of any other person or group. Unless otherwise indicated, the address for each of the individuals listed in the table is care of Apollo Gold Corporation, 5655 South Yosemite Street, Suite 200,

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Greenwood Village, Colorado, 80111-3220. Unless otherwise indicated by footnote, the persons named in the table have sole voting and sole investment power with respect to all Common Shares shown as beneficially owned by them, subject to applicable community property laws. Percentage of beneficial ownership is based on 95,173,118 of our Common Shares outstanding as of April 12, 2005.

Beneficial Owner	Shares Beneficially Owned	Percent of Class
W.S. (Steve) Vaughan	70,000 ⁽¹⁾	*
R. David Russell	2,279,928 ⁽¹⁾⁽²⁾⁽³⁾	2.40%
G. Michael Hobart	71,000 ⁽¹⁾	*
Charles E. Stott	147,071 ⁽¹⁾	*
Richard P. Graff	Nil	*
Robert W. Babensee	Nil	*
Melvyn Williams	293,333 ⁽¹⁾⁽²⁾	*
Wade W. Bristol	104,000 ⁽¹⁾	*
James T. O Neil	51,700 ⁽¹⁾	*
Donald O. Miller	50,000 ⁽¹⁾	*
Richard F. Nanna	1,421,168 ⁽¹⁾	1.49%
Donald W. Vagstad	242,009 ⁽¹⁾	*
David K. Young	268,659 ⁽¹⁾	*
All officers and directors as a group (14 persons)	5,638,268 ⁽⁴⁾	5.92%

* Represents less than 1% of our outstanding Common Shares.

- (1) Amounts shown include Common Shares subject to options exercisable within 60 days as follows: 70,000 Common Shares for Mr. Vaughan; 675,403 Common Shares for Mr. Russell; 70,000 Common Shares for Mr. Hobart; 145,071 Common Shares for Mr. Stott; 100,000 Common Shares for Mr. Williams; 100,000 Common Shares for Mr. Bristol; 50,000 Common Shares for Mr. O Neil; 50,000 Common Shares for Mr. Miller; 644,868 Common Shares for Mr. Nanna; 242,009 Common Shares for Mr. Vagstad; and 267,659 Common Shares for Mr. Young.
- (2) Amounts shown include Common Shares subject to series B convertible secured debentures convertible within 60 days as follows: 133,333 Common Shares for Mr. Williams; and 400,000 Common Shares for Mr. Russell (such debenture being owned by a member of Mr. Russell's immediate family). Amounts shown include Common Shares subject to warrants exercisable within 60 days: 60,000 Common Shares for Mr. Williams; and 180,000 Common Shares for Mr. Russell (such debenture being owned by a member of Mr. Russell's immediate family).
- (3) Shares beneficially owned by Mr. Russell also include 100 Common Shares owned by a member of Mr. Russell's immediate family.
- (4) Shares beneficially owned by all officers and directors as a group include options, warrants and/or series B convertible debentures to purchase up to 3,814,243 of our Common Shares which may be exercised or converted in whole or in part within 60 days.

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Q & A on Proxy Voting

Q: What am I voting on?

A: Shareholders are voting on the election of directors to the board of directors of the Corporation (the **Board**) for 2005, the appointment of auditors for the Corporation for 2005 and the approval of a resolution adopting amendments to the Corporation's Stock Option Incentive Plan.

Q: Who is entitled to vote?

A: Shareholders as of the close of business on April 12, 2005 (the **Record Date**), are entitled to vote. Each Common Share is entitled to one vote on those items of business identified in the Notice of Meeting.

If you acquired your shares after the Record Date, please refer to the answer to the question "What if ownership of shares has been transferred after April 12, 2005?" to determine how you may vote such shares.

Q: How do I vote?

A: There are two ways you can vote your shares if you are a registered shareholder. You may vote in person at the Meeting or you may sign the enclosed form of proxy appointing the named persons or some other person you choose, who need not be a shareholder, to represent you as proxyholder and vote your shares at the Meeting. If your shares are held in the name of a nominee, please refer to the answer to the question "If my shares are not registered in my name but are held in the name of a nominee (a bank, trust company, securities broker, trustee or other), how do I vote my shares?" to determine how you may vote your shares.

Q: What if I plan to attend the Meeting and vote in person?

A: If you are a registered shareholder and plan to attend the Meeting on May 19, 2005 and wish to vote your shares in person at the Meeting, do not complete or return the form of proxy. Your vote will be taken and counted at the Meeting. Please register with the transfer agent, CIBC Mellon Trust Company, upon arrival at the Meeting. If your shares are held in the name of a nominee, refer to the answer to the question "If my shares are not registered in my name but are held in the name of a nominee (a bank, trust company, securities broker, trustee or other), how do I vote my shares?" for voting instructions.

Q: Who is soliciting my proxy?

A: **The enclosed form of proxy is being solicited by management of Apollo Gold Corporation.** The solicitation will be made primarily by mail but may also be made by the telephone, in writing or in person by the employees of the Corporation. Banks, brokers, custodians, nominees and fiduciaries will be requested to forward the proxy soliciting materials to beneficial owners, and the Corporation will reimburse such persons for reasonable out-of-pocket expenses incurred by them in this connection. The expenses of soliciting proxies, including the cost of preparing, assembling and mailing this proxy material to shareholders, will be borne by the Corporation.

Q: What if I sign the form of proxy enclosed with this Circular?

A: Signing the enclosed form of proxy gives authority to R. David Russell or Melvyn Williams, the President and the Chief Financial Officer of the Corporation, respectively, or to another person you have appointed, to vote your shares at the Meeting.

Q: Can I appoint someone other than these representatives to vote my shares?

A: Yes. Write the name of this person, who need not be a shareholder, in the blank space provided in the form of proxy. It is important to ensure that any other person you appoint is attending the Meeting and is aware that he or she has been appointed to vote your shares. Proxyholders should, upon arrival at the Meeting, present themselves to a representative of CIBC Mellon Trust Company.

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Q: What do I do with my completed proxy?

A: Return it to the Corporation's transfer agent, CIBC Mellon Trust Company, in the envelope provided, at CIBC Mellon Trust Company, Proxy Department, 200 Queens Quay East, Unit #6, Toronto, Ontario M5A 4K9 Canada, or by fax to (416) 368-2502 so that it arrives no later than 5:00 p.m. (Toronto time) on May 17, 2005. This will ensure that your vote is recorded.

Q: If I change my mind, can I take back my proxy once I have given it?

A: Yes. If you change your mind and wish to revoke your proxy, prepare a written statement to this effect or, if you are a registered shareholder, you may attend the annual meeting and vote and this will automatically revoke your proxy. If you prepare the written statement, the statement must be signed by you or your attorney as authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney of the corporation duly authorized. This statement must be delivered either to the executive office of the Corporation at 5655 South Yosemite Street, Suite 200, Greenwood Village, Colorado 80111-3220 no later than 5:00 p.m. (Toronto time) on May 17, 2005 or to the Chairman of the Meeting on the day of the Meeting, May 19, 2005, or any adjournment of the Meeting, prior to the time of voting.

Q: How will my shares be voted if I give my proxy?

A: The persons named on the form of proxy must vote for or against or withhold from voting your shares in accordance with your directions. **In the absence of such directions, however, your shares will be voted in favour of the election of directors to the Board, the appointment of auditors and approving a resolution adopting amendments to the Corporation's incentive stock option plan.**

Q: What if amendments are made to these matters or if other matters are brought before the Meeting?

A: The persons named in the form of proxy will have discretionary authority with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.

As of the date of this Circular, management of the Corporation knows of no such amendment, variation or other matter expected to come before the Meeting. If any other matters properly come before the Meeting, the persons named in the form of proxy will vote on them in accordance with their best judgement.

Q: How many shares are entitled to vote?

A: As of April 12, 2005, there were 95,173,118 Common Shares outstanding. Each registered shareholder has one vote for each Common Share held at the close of business on April 12, 2005.

Q: What if ownership of shares has been transferred after April 12, 2005?

A: The person who acquired such shares after April 12, 2005, must produce properly endorsed share certificates or otherwise establish that he or she owns the shares and must ask the Corporation no later than 5:00 p.m. (Toronto time) on May 10, 2005, that his or her name be included in the list of shareholders before the Meeting in order to be entitled to vote these shares at the Meeting.

Q: Who counts the votes?

A: The Corporation's transfer agent, CIBC Mellon Trust Company, counts and tabulates the proxies. This is done independently of the Corporation to preserve the confidentiality of individual shareholder votes. Proxies are referred to the Corporation only in cases where a shareholder clearly intends to communicate with management or when it is necessary to do so to meet the requirements of applicable law.

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Q: If I need to contact the transfer agent, how do I reach them?

A: You can contact the transfer agent as follows:

By mail:

CIBC Mellon Trust Company
P.O. Box 7010 Adelaide Postal
Station
Toronto, Ontario M5E 2W9

or by telephone:

Within Canada and the United States at 1 416-643-5500 or 1-800-387-0825

E-mail:

enquiries@cibcmellon.com
www.cibcmellon.com

Q: If my shares are not registered in my name but are held in the name of a nominee (a bank, trust company, securities broker, trustee or other), how do I vote my shares?

A: There are two ways you can vote your shares held by your nominee. Unless you have previously informed your nominee that you do not wish to receive material relating to the Meeting, you will have received this Circular from your nominee, together with a request for voting instructions for the number of shares you hold.

For your shares to be voted for you, please follow the voting instructions provided by your nominee. If you are a non-registered shareholder who has voted and want to change your mind and vote in person, contact your nominee to discuss whether this is possible and what procedure to follow.

Since the Corporation does not have access to the names of its non-registered shareholders, if you attend the Meeting, the Corporation will have no record of your shareholdings or of your entitlement to vote unless your nominee has appointed you as proxyholder. Therefore, if you are a non-registered shareholder and wish to vote in person at the Meeting, insert your own name in the space provided on the voting instruction form sent to you by your nominee. By doing so, you are instructing your nominee to appoint yourself as proxyholder. Then sign and return the voting instruction form by following the signing and returning instructions provided by your nominee. Do not otherwise complete the voting instruction form as your vote will be taken at the Meeting. Please register with the transfer agent, CIBC Mellon Trust Company, upon arrival at the Meeting.

Q: What rights of appraisal or similar rights of dissenters do I have with respect to any matter to be acted upon at the Meeting?

A: No action is proposed herein for which the laws of the Yukon Territory or By-laws of the Corporation provide a right of a shareholder to dissent and obtain appraisal of or payment for such shareholder's Common Shares.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The TSX has implemented rules requiring annual disclosure by corporations having shares listed on the TSX of their approach to corporate governance with specific reference to each of the 14 guidelines established by the TSX for effective corporate governance (the **TSX Guidelines**). In addition, there have been recent regulatory developments in

the United States including the *Sarbanes-Oxley Act of 2002* (**SOX**) as well as amendments to the AMEX listing standards and corporate governance standards (collectively, the **AMEX Standards**).

A detailed description on the Corporation's governance practices setting forth the Corporation's compliance with each of the 14 TSX Guidelines and certain requirements of the AMEX Standards is provided in **Schedule A** to this Circular. The following is an overview of the Corporation's governance policies and practices, together with information regarding and reports of Board committees.

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Overview of Corporate Governance Practices

Assumption of Responsibilities by the Board of Directors

The Board participates fully in assessing and approving strategic plans and prospective decisions proposed by management. In order to ensure that the principal business risks borne by the Corporation are appropriate, the Board receives and comments on periodic reports from management of the Corporation's assessment and management of such risks. The Board regularly monitors the financial performance of the Corporation, including receiving and reviewing detailed financial information contained in management reports. The Board, directly and through the Audit and Finance Committee, assesses the integrity of the Corporation's internal control and management information systems. In 2003, the Board adopted a Disclosure Policy and appointed a Disclosure Policy Officer being an Assistant Secretary of the Corporation, to determine, among other things, the appropriateness and timing of the release of information with respect to developments at the Corporation.

The Board regularly receives reports regarding the monitoring of senior management of the Corporation and its subsidiaries. Input is received at both the Compensation Committee and Board meetings regarding the performance of senior management. Both the Compensation Committee and the Board have specifically assumed responsibility for reviewing the performance of senior management.

The Board meets at least four times each calendar year, and more frequently as required. The frequency of meetings as well as the nature of the agenda items change depending on the state of the Corporation's affairs and in light of opportunities or risks which the Corporation faces from time to time. In 2004, the Board held 12 meetings.

Corporate Governance Principles

In 2003, the Board formally adopted a set of corporate governance principles. Those principles provide guidelines on Board size, independence of Board members, nominating and orientation of new directors, retirement and resignation of Board members, conduct of Board meetings, conflicts of interest, share ownership by directors, compensation review, assessing Board and committee performance, interaction with third parties and confidentiality. The principles also require each of the Board committees to adopt a written charter approved by the Board, as well as set out minimum numbers for committee meetings. In addition, in 2004, the Board created a Nominating Committee to comply with the AMEX Standards.

Composition of the Board of Directors

The TSX Guidelines define an "unrelated director" as a director who is independent of management of a company and free from any interest, and any business or other relationship, which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding; a "related director" as a director who is not an unrelated director or is a member of management; and a "significant shareholder" as a shareholder with the ability to exercise a majority of the votes for the election of the board. Pursuant to the AMEX Standards, "independent director" means a person other than an officer or employee of the company or any parent or subsidiary who is affirmatively determined by the board of directors not to have a material relationship with the listed company that would interfere with the exercise of independent judgment.

The TSX Guidelines states that the board of directors of every corporation should be constituted with a majority of individuals who qualify as unrelated directors. The Corporation's Board has determined that five of the proposed

nominees for director are unrelated directors. Mr. Hobart and Mr. Vaughan are each partners of law firms that provide legal services to the Corporation but are otherwise unrelated to the Corporation. The sole related director is R. David Russell, the President and Chief Executive Officer of the Corporation. The AMEX Standards require that each listed company must have a sufficient number of independent directors on its board of directors such that at least a majority of such directors are independent directors subject to the certain exceptions. The Board has determined that five of the proposed nominees for directors (i.e. Messrs. Stott, Graff, Hobart, Vaughan and Babensee), being all of the nominees other than R. David Russell, are independent directors.

The Corporation does not have any significant shareholders as that term is defined in the TSX Guidelines. The Board believes that the current size and composition of the Board serves the Corporation and its shareholders well.

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The Board believes that all of its directors, including its related director, make a valuable contribution to the Board and the Corporation. As indicated above, a majority of the Corporation's directors are unrelated. The related director possesses an extensive knowledge of the Corporation's business and has extensive business experience, both of which have proven to be beneficial to the other directors, and his participation as a director contributes to the effectiveness of the Board. The Board also believes that the directors are sensitive to conflicts of interest and excuse themselves from deliberations and voting in appropriate circumstances.

Committees

The Board has four committees: an Audit and Finance Committee, a Compensation Committee, a Technical Committee and a Nominating Committee. The Board committees are generally composed of outside directors, a majority of whom are unrelated directors in accordance with the provisions contained in the TSX Guidelines and are independent directors as stated in the AMEX Standards. The composition, mandate and certain activities of each committee are set out under "Statement of Corporate Governance Practices – Board Committees" of this Circular.

Board Functioning and Independence

In accordance with the TSX Guidelines and the AMEX Standards, the Corporation provides orientation to new recruits to the Board. Such orientation consists of orientation sessions with management, a review of prior Board activity, receipt of documentation including the Corporation's articles, by-laws, policies and procedures and personal meetings with directors and management of subsidiaries.

The Board has a formal policy that all acquisitions and divestitures of a material nature require the approval of the Board. In addition, Board policy requires that all major strategic decisions, including any change in the strategic direction of the Corporation, be presented by management to the Board for approval. As part of its ongoing activity, the Board regularly receives and comments upon reports of management as to the performance of the Corporation's business and management's expectations and planned actions in respect thereto.

The Board reviews the adequacy and form of the compensation of directors to ensure the compensation realistically reflects the responsibility and risk involved in being an effective director. The Board has made it a priority to continue to examine and develop the processes which it follows in its deliberations in order that it will continue to fulfill its mandate.

The Board and the Chief Executive Officer engage in regular dialogue regarding the performance of the senior management team, including the Chief Executive Officer, in achieving the Corporation's strategic objectives as determined by management and the Board. As the Board has plenary power, any responsibility which is not delegated to management or a Board committee remains with the Board.

The Board conducts in-camera sessions without management present as it deems appropriate and also conducts in-camera sessions to review the recommendations of the Compensation Committee. The Compensation Committee also conducts part of its deliberations without management present. As well, the Audit and Finance Committee has a policy to meet annually with the Corporation's auditors without management present.

In accordance with the provisions of the TSX Guidelines and the AMEX Standards, the By-laws of the Corporation provide for a system which enables an individual director to engage an outside adviser at the expense of the Corporation in appropriate circumstances. Prior approval of the Audit and Finance Committee is required for the retention of such an adviser.

The Corporation has adopted a formal policy that all members of the Board are encouraged, but not required, to attend the annual meeting of shareholders of the Corporation. All Board members attended the Corporation's 2004 annual and special meeting held on May 20, 2004.

Shareholder Communications

The Corporation endeavours to keep all shareholders well informed as to the financial performance of the Corporation, primarily by means of its annual and quarterly reports, and by press releases. The Board has specifically adopted a disclosure policy in furtherance of these goals.

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Management of the Corporation is receptive to shareholder feedback in any form. It is the policy of the Corporation to receive and respond promptly to shareholder enquiries, while being guided by legal requirements as well as the Corporation's policies in respect to confidentiality and disclosure. Shareholders wishing to send communications to the Board of the Corporation should write to either the Chairman of the Board or the Secretary of the Corporation at the following address: Apollo Gold Corporation, 5655 South Yosemite Street, Suite 200, Greenwood Village, Colorado, 80111-3220. All such communication shall state the type and amount of Corporation securities held by the security holder and shall clearly state that the communication is intended to be shared with the Board, or if applicable, with a specific committee of the Board. The Chairman of the Board or the Secretary of the Corporation, as applicable, will forward all such communication to the members of the Board or specific Board committee.

The Board is satisfied that the Corporation's comprehensive governance program is consistent with, and in many instances goes beyond, the TSX Guidelines and the AMEX Standards. A detailed comparison of the Corporation's governance procedures compared with the TSX Guidelines and the AMEX Standards is set forth in **Schedule A** to this Circular.

Code of Business Conduct and Ethics

In 2003, the Corporation formally adopted a Code of Business Conduct and Ethics and related policies, which sets high standards for ethical behaviour throughout the organization. The Code of Business Conduct and Ethics provides the entire organization with the same frame of reference for dealing with sensitive and complex issues such as conflicts of interest, use of information, confidentiality of personal information, confidentiality of business information, corporate opportunities, use of inside information, fair trading, protection and use of company assets, accounting practices, records retention, compliance with laws, rules and regulations, and duty to report and consequences.

In addition, in 2004 the Corporation formally adopted a Code of Ethics (the **Code**) pursuant to section 406 of SOX and the Rules of AMEX in order to provide written standards and guidance to the Corporation's directors, principal executive officer, principal financial officer, principal accounting officer or controller or those performing similar functions and any executive officers (as defined under Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended) of the Corporation not named above. The purpose of the Code is to promote:

honest, and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

compliance with applicable governmental laws, rules and regulations;

full, fair, accurate, timely and understandable disclosure in reports and documents that the Corporation files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Corporation;

the prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and

accountability for adherence to the Code.

The Code is posted on the Corporation's website at www.apollogold.com.

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Whistleblower Policy

The Corporation's internal controls and corporate reporting and disclosure procedures are intended to prevent, deter and remedy any violation of the applicable laws and regulations that relate to corporate reporting and disclosure, accounting and auditing controls and procedures, securities compliance and other matters pertaining to fraud against shareholders. Even the best systems of control and procedures, however, cannot provide absolute safeguard against such violations.

In 2004, the Audit and Finance Committee of the Corporation formally adopted a Whistleblower Policy which governs the process through which employees and others, either directly or anonymously, can notify the Corporation's Compliance Officer or Audit and Finance Committee of potential violations or concerns.

The Whistleblower Policy also establishes a mechanism for responding to, and keeping records of, complaints from employees and others regarding such potential violations or concerns.

Board Committees

Audit and Finance Committee

The Audit and Finance Committee is responsible for the Corporation's financial reporting process and the quality of its financial reporting. In discharging its responsibilities, the Audit and Finance Committee meets regularly with the Corporation's auditors and Chief Financial Officer.

The Audit and Finance Committee adopted a charter in 2002. To ensure compliance with SOX, in March 2004 the Audit and Finance Committee amended and restated its charter. The amended and restated charter is posted on the Corporation's website at www.apollogold.com.

The Audit and Finance Committee's charter requires that all Audit and Finance Committee members satisfy the applicable independence requirements of the TSX and AMEX and other regulatory requirements. For the year ended December 31, 2004, the Audit and Finance Committee was composed of Messrs. Robert A. Watts, Charles E. Stott and G.W. Thompson, each meeting the independence and the financial literacy requirements of the TSX and AMEX. Mr. Gerald Schissler was a member of the Audit and Finance Committee prior to his resignation as a member of the Board on December 1, 2004. Mr. Stott was appointed as a member of the Audit and Finance Committee effective December 1, 2004 upon the resignation of Mr. Schissler. Messrs. Watts and Thompson have decided not to stand for re-election to the Board at the Meeting. Upon approval of the proposed directors at the Meeting, the Audit and Finance Committee will be composed of Messrs. Graff, Stott and Babensee, and Mr. Graff will be appointed as Chair of the Audit and Finance Committee. The Board has determined that Mr. Graff will serve as the Audit and Finance Committee's financial expert as defined in the AMEX Standards.

Report of the Audit and Finance Committee

In the performance of its oversight function, the Audit and Finance Committee reviewed and discussed the Corporation's audited consolidated financial statements as of and for the year ended December 31, 2004, with management and Deloitte & Touche LLP. Management and Deloitte & Touche LLP represented to the Audit Committee that the Corporation's audited consolidated financial statements as of and for the year ended December 31, 2004, were prepared in accordance with accounting principles generally accepted in Canada (except for Note 20,

Differences Between Canadian and U.S. GAAP). The Audit and Finance Committee also discussed with Deloitte & Touche LLP the matters required to be discussed by Statement on Auditing Standards (**SAS**) Nos. 61, 89 and 90 issued by the Auditing Standards Board of the American Institute of Certified Public Accountants. SAS Nos. 61, 89 and 90 set forth requirements pertaining to the independent auditor's communications with the Audit and Finance Committee regarding the conduct of the audit.

The Audit and Finance Committee received the written disclosures and the letter from Deloitte & Touche LLP required by Independence Standards Board (**ISB**) Standard No. 1, *Independence Discussions with Audit Committees*, as amended. ISB Standard No. 1 requires the independent auditor to disclose in writing to the Audit and Finance Committee all relationships between the auditor and the Corporation that, in the auditor's judgment, reasonably may be thought to bear on independence and to discuss the auditor's independence with the Audit

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Committee. The Audit and Finance Committee discussed with Deloitte & Touche LLP its independence and considered in advance whether the provision of any non-audit services by Deloitte & Touche LLP is compatible with maintaining its independence.

Based on the reviews and discussions of the Audit and Finance Committee described above, in reliance on the unqualified opinion of Deloitte & Touche LLP dated March 15, 2005, regarding the Corporation's audited consolidated financial statements as of and for the year ended December 31, 2004, the Audit and Finance Committee recommended to the Board of Directors, and the Board of Directors approved, that such financial statements be included in the Corporation's annual report on Form 10-K for the year ended December 31, 2004, to be filed with the Securities and Exchange Commission.

In fulfilling its responsibilities in respect of monitoring compliance with laws and regulations and business conduct, the Audit and Finance Committee recommended the formal adoption of the Corporation's Code of Business Conduct and Ethics. Its mandate also includes monitoring among other things, related party transactions.

The Audit and Finance Committee met 8 times in 2004 and is satisfied that it appropriately fulfilled its mandate to the best of its ability during the year ended December 31, 2004.

Submitted by:

Audit and Finance Committee

Robert A. Watts, Chairperson
G.W. Thompson
Charles E. Stott

Compensation Committee

The Compensation Committee was established by the Corporation in 2002 and formally adopted its charter at that time. To ensure compliance with SOX, on March 10, 2004, the Compensation Committee replaced its charter with a new charter. The charter is posted on the Corporation's website at www.apollogold.com.

Under its new charter, the main purposes of the Compensation Committee are:

- to establish, administer and evaluate the compensation philosophy, policies and plans for non-employee directors and executive officers; and

- to make recommendations to the board regarding director and executive compensation; and

- to review the performance and determine the compensation of the President and Chief Executive Officer, based on criteria including the Corporation's performance and accomplishment of long-term strategic objectives.

During the fiscal year of the Corporation ending December 31, 2004, the Compensation Committee was comprised of Messrs. Hobart, Stott, Thompson, Vaughan and Schissler (resigned December 1, 2004), each meeting the independence requirements of the TSX and the AMEX Standards.

In 2004, the Compensation Committee met on four occasions and is satisfied that it appropriately fulfilled its mandate to the best of its ability during the year ended December 31, 2004.

Report of the Compensation Committee on Executive Compensation

Compensation Philosophy

The Corporation's executive officer compensation policies are intended to provide an appropriate overall compensation package that will permit the Corporation to attract and retain highly qualified and experienced senior executive officers and to encourage superior performance by such senior executive officers. The Corporation's compensation policies are intended to motivate individuals to achieve results at the specific subsidiary at which they

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are employed as well as overall corporate results. In addition, the Corporation believes that directors, officers and employees should have their benefits aligned with both the short and long term interests of the shareholders.

The compensation of the Corporation's executive officers is comprised of three components: base salary, annual cash bonus, and long-term incentives in the form of stock options. It is structured to be competitive with a select group of comparative producing gold mining companies. The annual cash bonus is discretionary based on factors including attaining or exceeding certain budgeted goals for gold sales and the related cash production costs of such gold sales at each of the Florida Canyon and Montana Tunnels mines and targets an increase in the proven and probable gold reserves of the Corporation.

Cash bonuses and stock options are directly related to company performance and the individual's contribution thereto.

Base Salary

The base salary for each Named Executive Officer is reviewed annually by the Compensation Committee within the context of individual and corporate performance and market competitiveness. The market assessment is based primarily on the compensation practices of producing gold mining companies for comparable positions.

Stock Options

The Corporation has two stock option plans: an employee stock option incentive plan, as amended (the **Stock Option Incentive Plan**) and a stock option plan authorized by the shareholders pursuant to the terms of the Plan of Arrangement (the **Plan of Arrangement Stock Option Plan**). The purpose of these stock option plans is to develop the interest and incentive of eligible employees, officers and directors in the Corporation's growth and development by giving an opportunity to purchase Common Shares on a favourable basis, thereby advancing the interests of the Corporation, enhancing the value of the Common Shares for the benefit of all shareholders and increasing the ability of the Corporation to attract and retain skilled and motivated individuals.

Stock options granted pursuant to the Plan of Arrangement Stock Option Plan have an exercise price of US\$0.80 per share, as approved by a special resolution of shareholders pursuant to the terms and conditions of the Plan of Arrangement effective June 25, 2002 whereby International Pursuit Corporation and Nevoro Gold Corporation amalgamated to form the Corporation. See below under the heading *Particulars of Matters to be Acted Upon* -

Proposal #3 - Amendments to Stock Option Incentive Plan for details on proposed amendments to the Stock Option Incentive Plan.

President and Chief Executive Officer

The Compensation Committee approved Mr. Russell's total compensation based on the following factors, which are listed in the order of importance to the Compensation Committee: (1) the desire to attract and retain the best available executive talent and to encourage the highest level of executive performance to continue to serve the best interests of the Corporation and its shareholders; (2) the levels of compensation paid to executive officers by other companies in the gold mining industry as determined from published compensation surveys; and (3) the achievement of goals and objectives established for Mr. Russell.

The Compensation Committee and the Board continue to be of the view that Mr. Russell provides the leadership that permitted the Corporation to grow in 2004. In making their compensation decision they considered this as well as other factors, including his contribution to the business performance and anticipated future performance of the Corporation.

The President and Chief Executive Officer's compensation consists of a base salary, an annual cash bonus and various perquisites. In 2004, the base salary accounted for approximately 73% of all cash compensation paid to the President and Chief Executive Officer. Pursuant to the Corporation's bonus policies, bonus awards may be made to the President and Chief Executive Officer and other senior executives based upon several factors, including the Corporation's return on equity, the performance of the subsidiary with respect to which such senior executive has responsibility and the achievement of stipulated individual goals of such senior executive.

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Going forward, the Compensation Committee and, as appropriate, the Board, will address other issues relating to executive compensation, including the relative emphasis on the components of executive compensation, including compensation for the Corporation's President and Chief Executive Officer.

Submitted by:

Compensation Committee

G. Michael Hobart, Chairperson

Charles E. Stott

G.W. (Bill) Thompson

W.S. (Steve) Vaughan

Compensation Committee Interlocks and Insider Participation in Compensation of Directors

There are no members of the Compensation Committee who were officers or employees of the Corporation or any of its subsidiaries during the fiscal year ended December 31, 2004, formerly officers of the Corporation, or had a disclosable relationship with the Corporation pursuant to Item 404 of the SEC Regulation S-K.

Technical Committee

The Technical Committee was established in 2002 by the Corporation and formally adopted its charter at that time. The charter is posted on the Corporation's website at www.apollogold.com. Under its charter, the primary objectives of the Technical Committee are:

to review and to approve the methodology and procedure for calculating the resource and ore reserve estimates of the Corporation and its subsidiaries;

to review and to report on the Corporation's environmental compliance program and its effectiveness; and

to review and to report on the Corporation's safety program and its effectiveness.

During the fiscal year of the Corporation ended December 31, 2004, the Technical Committee was comprised of Messrs. Russell, Stott, and Watts.

During 2004, the Technical Committee met on 5 occasions. The Technical Committee reported to the Board on its findings and recommendations with respect to ore reserves, exploration initiatives, land acquisitions and environmental and safety affairs of the Corporation. The Technical Committee is satisfied that it appropriately fulfilled its mandate to the best of its ability during the year ended December 31, 2004.

Nominating Committee

The Nominating Committee was established in March 2004 by the Corporation and formally adopted its charter at that time. Under its charter, a copy of which is posted on the Corporation's website at www.apollogold.com, the primary objectives of the Nominating Committee are to assist the Board by:

identifying individuals qualified to become Board members and recommending to the Board proposed nominees for Board membership and recommending to the Board directors to serve on each committee; and

ensuring that the Audit and Finance Committee, Compensation Committee, Technical Committee and Nominating Committee of the Board have the benefit of qualified and experienced independent directors . The charter of the Nominating Committee requires that all committee members satisfy the applicable independence requirements of the TSX Guidelines and the AMEX Standards. The Nominating Committee is comprised of Messrs. Hobart, Stott, Thompson and Vaughan, all of whom satisfy the independence requirements of the TSX Guidelines and the AMEX Standards. The Nominating Committee met two times in 2004.

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Director Nominations.

The Board will consider all potential candidates for nomination by the Board for election as directors who are recommended by the Corporation's shareholders, directors, officers, and employees. The Committee has adopted written procedures to be followed by shareholders in submitting such recommendations. Candidates proposed by shareholders will be evaluated by the Nominating Committee in the same manner as candidates which are not proposed by shareholders. While shareholders may propose director nominees at any time, the Corporation must receive the required notice (described below) on or before the date set forth in the prior year's annual proxy statement under the heading "Shareholder Proposals" in order to be considered by the Nominating Committee in connection with the Corporation's next annual meeting of shareholders.

Shareholders wishing to recommend a director candidate to serve on the board may do so by providing advance written notice to the Chairman of the Nominating Committee which identifies the candidate and includes the information described below. The notice should be sent to the following address by the dates set forth under "Shareholder Proposals": Apollo Gold Corporation, 5655 South Yosemite Street, Suite 200, Greenwood Village, Colorado, 80111-3220.

The notice shall contain the following information:

The name of the nominating shareholders and the address, phone number and e-mail address at which the nominating shareholders can be contacted.

Evidence of the number of the Corporation's Common Shares held by the nominating shareholders, a statement of how long the nominating shareholders have held those Shares, and a statement that the nominating shareholders will continue to hold those Shares at least through our next annual meeting of shareholders.

The candidate's full name, together with the address, phone number and e-mail address at which the candidate can be contacted.

A statement of the candidate's qualifications and experiences, and any other qualities that the nominating shareholders believe that the candidate would bring to the Board.

A description of all arrangements or understandings, if any, between the shareholders and the candidate and any other person or persons with respect to the candidate's proposed service on the Board.

The candidate's resume, which must include at a minimum a detailed description of the candidate's business, professional or other appropriate experience for at least the last ten (10) years, a list of other boards of directors of public companies on which the candidate currently serves or on which he or she served in the last ten (10) years, and undergraduate and post-graduate educational information.

A written statement, signed by the candidate, agreeing that if he or she is selected by the Committee and the board, he or she will (i) be a nominee for election to the board, (ii) provide all information necessary for us to include in our proxy statement under applicable SEC or AMEX rules, and (iii) serve as a director if he or she is elected by shareholders.

Any additional information that the nominating shareholders believe is relevant to the Committee's consideration of the candidate.

The Nominating Committee may employ any of the following procedures in identifying nominees to serve as directors of the Corporation: (a) evaluating persons suggested by shareholders or others, (b) conducting inquiries into

background and qualifications; (c) retaining a search firm, (c) obtaining advice and assistance from internal or external legal, accounting, or other advisors, and (d) other procedures appropriate to the character of the expertise or other director characteristic needed on the Board in any specific situation.

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The Board has adopted the following series of minimum qualifications and specific qualities and skills for the Corporation's directors, which will serve as the basis upon which potential director candidates are evaluated by the Nominating Committee:

integrity;

commitment to devoting necessary time and attention to his or her duties to the Corporation;

independence;

business experience;

specialized skills or experience;

diversity of background and experience (including race, ethnicity, international, gender and age);

possible conflicts of interest; and

other criteria appropriate to the character of the expertise or other director characteristic needed on the Board in any specific situation.

The Nominating Committee did not receive any recommendations from shareholders regarding candidates to serve on the Board of the Corporation for this Meeting.

EXECUTIVE COMPENSATION

Compensation of Directors

How was the Board Compensated in 2004?

Number of directors at April 12, 2005: 7 (6 non-employee, 1 management)

Directors' compensation is paid only to non-employee directors

Annual retainer: US\$7,500 per year in 2004, payable as to US\$1,875 per calendar quarter

Board meeting fee: US\$1,000 per meeting; if attended telephonically US\$500 per meeting

Annual retainer of Chairman: US\$5,000, payable as to US\$1,250 per calendar quarter

Committee meeting fee: US\$750 per meeting; if attended telephonically US\$500 per meeting

Committee Chair retainers: US\$3,000 per year, payable as to US\$750 per calendar quarter

Travel fee: US\$250 per travel day, other than a day on which a meeting occurs

Reimbursements: related travel and out-of-pocket expenses

The compensation entitlements referred to above were adopted by the Board effective July 1, 2002. Directors of the Corporation are also eligible to receive options to acquire shares of the Corporation. The number of options is determined by the Board after reviewing the recommendations of the Compensation Committee.

Table of Contents***Summary of Board and Committee Meetings Held*****For the 12-month period ended December 31, 2004**

Board	12
Audit and Finance Committee	8
Compensation Committee	4
Technical Committee	5
Nominating Committee	2
Total number of meetings held	31

Summary of Attendance of Directors**For the 12-month period ended December 31, 2004**

Director	Board meetings attended	Committee meetings attended
G. Michael Hobart	12 of 12	6 of 6
R. David Russell	12 of 12	5 of 5
Gerald J. Schissler ⁽¹⁾	11 of 11	14 of 14
Charles Stott	12 of 12	11 of 11
G. W. (Bill) Thompson	12 of 12	14 of 14
W. S. (Steve) Vaughan	12 of 12	6 of 6
Robert A. Watts	9 of 12	11 of 13

(1) Mr. Schissler resigned from the Board effective December 1, 2004.

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Table of Contents**Executive Officers and Executive Compensation***Executive Officers*

Set forth below is certain information concerning the Named Executive Officers and other executive officers of the Corporation.

Name	Age	Position
R. David Russell	49	President and Chief Executive Officer
Melvyn Williams	56	Chief Financial Officer and Senior Vice President Finance and Corporate Development
David Young	51	Vice President - Business Development
Richard F. Nanna	55	Vice President - Exploration
Donald W. Vagstad	53	Vice President - Legal, General Counsel and Secretary
Wade W. Bristol	46	Vice President - U.S. Operations
James T. O Neil	61	Vice President - Finance
Donald O. Miller	58	Vice President Human Resources and Administration

R. David Russell

David Russell has been the Corporation's President and Chief Executive Officer since June 2002. Prior to the amalgamation of International Pursuit Corporation and Nevoro Gold Corporation in June 2002, Mr. Russell was a founder in January 2002 of Nevoro Gold Corporation, a private Ontario company, and served as its President from February to June 2002. Mr. Russell was an independent mining consultant from December 1999 to 2002. From January 1995 to December 1999, he was Vice President and Chief Operating Officer of Getchell Gold, a Nevada gold producer. At Getchell, Mr. Russell oversaw the Getchell open pit as well as the development of two underground mechanized mines and a complex pressure oxidation mill for ore processing. Mr. Russell was also a very involved team member in Getchell's initial public offering and secondary offerings as well as the evaluation and negotiations associated with Placer Dome's US\$1.1 billion acquisition of Getchell in May 1999. Prior to Getchell, Mr. Russell was General Manager of U.S. operations for LAC Minerals and after its acquisition by Barrick Gold, he served in the same capacities for Barrick. His responsibilities included operations at various mines in the western U.S. including the Bullfrog Mine in Nevada; the Richmond Hill Mine located near Lead, South Dakota; the Ortiz Project near Santa Fe, New Mexico; and the Coliseum reclamation project in California. Prior to LAC/Barrick, Mr. Russell was Manager Underground Mining for Independence Mining in Nevada, Project Manager for Hecla Mining in Idaho, Manager of the Lincoln Project in California for FMC/Meridian Gold and Mine Manager for ASARCO in Idaho and Colorado. Mr. Russell is a mining engineer from Montana Tech. Mr. Russell also serves as a director of Idaho General Mines.

Melvyn Williams

Melvyn Williams has served as our Chief Financial Officer since January 2005 and as our Senior Vice President-Finance and Corporate Development since March 2004. From 2000 to 2003, he served as Chief Financial Officer of TVX Gold Inc., a gold mining company with five operating mines and an advanced development project in Greece, with an annual gold production of 250,000 ounces. From 1997 to 2000, Mr. Williams served as Vice President -

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Finance of TVX Gold Inc., where he was primarily responsible for the company's Greek operations and developments. In 1995, he served as a financial executive for Star Mining Corporation, an Australian-listed company with a 35% interest in Lenzoloto JSC, a Russian gold producer, where he was responsible for overseeing the development of all aspects of a gold mining joint venture. In 1994, Mr. Williams served as Vice President - Finance of LAC North America, a gold mining company with annual gold production of 800,000 ounces, where he created and managed a new financial and management team. From 1989 to 1994, he was the Executive Director of Riominas LDA, a subsidiary of The RTZ Corporation (a multinational mining house), and was a Chief Accountant for Rossing Uranium, a subsidiary of The RTZ Corporation, from 1977 to 1989. Mr. Williams is a Chartered Certified Accountant, and received an MBA from Cranfield in 1988.

David K. Young

David K. Young has been our Vice President-Business Development since May 2003. From June 2002 to May 2003, Mr. Young was our Vice President-Mining and Engineering. From March 2002 to June 2002, Mr. Young served as Vice President-Operations of Apollo Gold, Inc. From March 2000 to March 2002, he was an independent consultant to U.S. mining companies and consulting firms on precious and base metal projects in the western U.S. and South America. From 1984 to March 2000, Mr. Young worked for ASARCO, Inc. in senior operating roles at the Troy mine and its other underground silver projects in Montana. Mr. Young has also worked as a research and development chemist. Mr. Young is a mining engineer, P.E., from the Colorado School of Mines.

Richard F. Nanna

Richard F. Nanna has been our Vice President-Exploration since our Plan of Arrangement in June 2002. Mr. Nanna was a founder of Nevoro Gold Corporation in January 2002 and served as its Vice President-Exploration from February to June 2002. From 1999 to 2002 Mr. Nanna worked as an independent consultant. From 1983 to 1999, Mr. Nanna served as Vice President of Getchell Gold, where he was involved with the Getchell property from its initial development in 1983 to the property's sale to Placer Dome in 1999. Mr. Nanna is credited with leading the team that discovered 18.5 million ounces on the property, 2.5 of which was mined, 6.5 in reserves and 9.5 in resources. Prior to Getchell, Mr. Nanna worked as a geologist for precious and base metals, industrial minerals and uranium. Mr. Nanna has also worked as an engineer and instructor. He received a MS in Geology from Akron University in Ohio.

Donald W. Vagstad

Donald W. Vagstad has served as our Vice President-Legal, General Counsel and Secretary since our Plan of Arrangement in June 2002. From February 1999 to June 2002, Mr. Vagstad was the Vice President-Legal, General Counsel and Secretary of Apollo Gold, Inc., prior to its becoming Apollo Gold Corporation's subsidiary. From 1996 to February 1999, he served as the Associate General Counsel and Assistant Secretary for Pegasus Gold Inc. From 1993 to 1996, Mr. Vagstad operated a private law practice. From 1987 to 1993, Mr. Vagstad served in several positions, ending as General Counsel-Corporate Division, for Collin & Aikman Co. and its predecessor companies in Santa Monica, California. He began his career by serving as an attorney with Sheppard, Mullin, Richter & Hampton, a California law firm, from 1980 to 1987. From 1982 to 1983, Mr. Vagstad served on detached assignment with Anderson, Mori & Rabinowitz in Tokyo, Japan, under that law firm's foreign attorney exchange program. Mr. Vagstad has been admitted to practice law in the States of California, Colorado, Oregon and Washington. He graduated summa cum laude from the University of Minnesota School of Liberal Arts with a BA in Geography in 1977 and from the University of Minnesota School of Law, cum laude, with a Juris Doctor degree in 1980.

Wade W. Bristol

Wade W. Bristol has been our Vice President-United States Operations since May 2003. From December 2002 to May 2003 Mr. Bristol served as our Vice President-Investor Relations and Corporate Development. From May 2000 to November 2002, Mr. Bristol was a financial advisor for Prudential Securities, from January to April 2000 he was an independent consultant, and from 1997 to 1999, Mr. Bristol was the general manager of Getchell Gold's Nevada mining operations. He received a B.S. in mining engineering from Montana Tech in Montana.

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James T. O Neil

James T. O Neil has served as our Vice President - Finance since January 2005. From May 2004 to January 2005, he served as our Vice President - Internal Audit and Risk Management. From 2001 to 2003, he served as Vice President Finance and Administration of Americas Mining Inc. a multi national mining company and the world's third largest copper producer. From 2000 to 2001, Mr. O Neil served as Controller of ASARCO Incorporated a multi national metal mining and processing company. From 1997 to 1999 Mr. O Neil was the Director of Field Accounting for ASARCO Incorporated responsible for the Financial, Materials Management and Information Systems for 16 operating units. From 1973 to 1996 Mr. O Neil held various senior level positions in the finance and accounting area with ASARCO Incorporated. Mr. O Neil is a Certified Management Accountant (CMA), He received an B.S. in Production Management and has a MBA in Accounting from Arizona State University.

Donald O. Miller

Donald O. Miller has served as our Vice President-Human Resources and Administration since March 2004. From January 2000 to October 2003, he owned and operated a family business in Henderson, Nevada. Mr. Miller held the position of Vice President and Chief Administrative Officers with Getchell Gold Corporation from April 1995 to December 1999. Prior to this assignment, from April 1992 to April 1995, he was Principal for GEM 2000, an international management consulting firm specializing in Latin America. Mr. Miller was Vice President, Employee Relations with Newmont Mining Company from April 1990 to April 1992. He served in the capacity of Vice President Human Resources, Cyprus Coal Company and General Manager, Compensation and Benefits, Cyprus Minerals Company from September 1985 to April 1990. From January 1980 to September 1985, Mr. Miller served as Manager, Developing Properties and as Manager, Labor Relations with Anaconda Mining Company, a wholly-owned subsidiary of Atlantic Richfield Company. Mr. Miller held various positions in minesite operations, labor relations and new mine development from 1972 to 1980 with Anaconda Copper Company. Mr. Miller is a veteran of the Vietnam War, having served in the US Army from 1968 to 1971. Mr. Miller graduated from the University of Arizona with a BS in Business and Labor Relations in 1968 and received his MBA from the University of Phoenix in 1985.

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The following table, presented in accordance with the applicable securities laws, sets forth all compensation paid in respect of the individuals who were, at December 31, 2004, the Chief Executive Officer, the Chief Financial Officer and the next three mostly highly compensated executive officers of the Corporation (collectively the **Named Executive Officers**) whose total salary and bonus was in excess of \$150,000 per annum. Securities legislation provides that the Named Executive Officers are determined on the basis of the total cash compensation (salary and annual bonus) earned in the fiscal year 2004 starting January 1, 2004 and ending December 31, 2004.

Name and Principal Position	Year	Annual Compensation		Other Annual Compensation ⁽³⁾	Long-Term	All Other Compensation ⁽⁶⁾ (\$)
		Salary (\$)	Bonus ⁽²⁾ (\$)		Compensation ⁽⁶⁾ Securities Under Options	
					Granted ⁽⁴⁾⁽⁵⁾ (#)	
R. David Russell	2004	344,615	100,000	15,000	Nil	14,134
President and Chief Executive Officer	2003	285,385	100,000	15,000	250,000	207,080 ⁽⁷⁾
	2002	202,702	50,000	15,000	425,403	229,774 ⁽⁸⁾
R. Llee Chapman ⁽⁹⁾	2004	192,115	51,500	10,000	Nil	8,261
Vice President and Chief Financial Officer	2003	181,923	50,000	10,000	250,000	9,568
	2002	88,112	40,000	10,000	215,829	2,934
Richard F. Nanna	2004	186,827	81,500	15,000	Nil	5,603
Vice-President, Exploration	2003	160,000	80,000	15,000	200,000	171,000 ⁽¹⁰⁾
	2002	157,973	30,000	15,000	444,868	190,212 ⁽¹¹⁾
Wade Bristol ⁽¹²⁾	2004	166,058	51,500	10,000	Nil	5,898
Vice-President of Operations	2003	99,231	Nil	10,000	Nil	2,197
David Young ⁽¹³⁾	2004	153,125	36,500	10,000	Nil	6,762
Vice-President, Business Development	2003	135,577	35,000	10,000	100,000	10,071
	2002	93,701	30,000	10,000	167,659	1,082

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- (1) The Corporation has not granted any stock appreciation rights (SAR) or other long term incentive plan (LTIP) awards.
 - (2) Includes bonuses earned for the fiscal year whether or not paid in the fiscal year.
 - (3) Unless otherwise stated, the figures disclosed in this column represent an annual automobile allowance for each individual provided in his employment agreement.
 - (4) Options granted in the 2002 fiscal year refer to options granted pursuant to the Plan of Arrangement Stock Option Plan to purchase Common Shares at a price of US\$0.80 per share, of which 50% vested on December 31, 2002 and the balance, after certain deductions were made for failure to meet certain goals and objectives, vested effective on December 31, 2003. The amount of options shown reflect the net number of options which vested, after all applicable deductions were made. See Plan of Arrangement Stock Option Plan .
 - (5) Options granted in the 2003 fiscal year refer to options granted pursuant to the Stock Option Incentive Plan to purchase Common Shares at a price of US\$2.24, vesting over a two year period at the rate of 50% on each of the first and second anniversaries of the date of grant.

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- (6) The following amounts shown as all other compensation represent employer contributions to the Corporation's 401(k) Plan for 2004, 2003 and 2002, respectively: \$13,000, \$9,450 and \$1,774 for Mr. Russell; \$7,685, \$8,992 and \$2,934 for Mr. Chapman; \$3,952, \$7,830 and \$2,112 for Mr. Nanna; \$5,394 and \$10,096 for Mr. Bristol; and \$6,072, \$9,450 and \$1,082 for Mr. Young. In the following instances, these amounts include amounts paid in respect of employer contributions for the previous year: the 2003 amount for Mr. Chapman includes \$1,004 paid in respect of contributions for 2002; the 2003 amount for Mr. Nanna includes \$4,950 in respect of contributions for 2002; and the 2004 and 2003 amounts for Mr. Bristol include \$4,922 and \$2,265 in respect of contributions for 2003 and 2002, respectively. The following amounts shown as all other compensation for 2003 represent life insurance premiums paid on behalf of named executive as follows: \$1,134 for Mr. Russell; \$576 for Mr. Chapman; \$1,651 for Mr. Nanna; \$504 for Mr. Bristol; and \$690 for Mr. Young.
- (7) This figure is expressed in U.S. dollars and represents the value of 100,000 Common Shares which vested effective December 31, 2003 and were issuable to Mr. Russell effective March 10, 2004 pursuant to the terms of the Plan of Arrangement. The closing price of the Common Shares on the AMEX on March 10, 2004 was US\$1.97.
- (8) This figure is expressed in U.S. dollars and represents the value of 100,000 Common Shares issuable to Mr. Russell effective December 31, 2002 pursuant to the terms of the Plan of Arrangement. The closing price of the Common Shares on the TSX on December 31, 2002 was US\$2.28.
- (9) Mr. Chapman's 2002 compensation reflects approximately 9 months employment. Mr. Chapman resigned as the Chief Financial Officer and Vice President - Finance of the Corporation effective December 31, 2004, and resigned as the Controller and Treasurer of the Corporation effective March 31, 2005.
- (10) This figure is expressed in U.S. dollars and represents the value of 82,500 Common Shares which vested effective December 31, 2003 and were issuable to Mr. Nanna effective March 10, 2004 pursuant to the terms of the Plan of Arrangement. The closing price of the Common Shares on the AMEX on March 10, 2004 was US\$1.97.
- (11) This figure is expressed in U.S. dollars and represents the value of 82,500 Common Shares issuable to Mr. Nanna effective December 31, 2002 pursuant to the terms of the Plan of Arrangement. The closing price of the Common Shares on the TSX on December 31, 2002 was US\$2.28.
- (12) Mr. Bristol compensation for the 2003 fiscal year reflects approximately 8 months employment.
- (13) Mr. Young's compensation for the 2002 fiscal year reflects approximately 9 months employment.

Stock Option Plans

Stock Option Incentive Plan

The purpose of the Stock Option Incentive Plan is to develop the interest of the senior officers, directors and key employees of the Corporation and its subsidiaries and affiliates, as well as any other person or company engaged to provide ongoing management and consulting services to the Corporation or to its subsidiaries and affiliates (**Participants**).

The Compensation Committee administers the Stock Option Incentive Plan has broad authority to fix the terms and conditions of individual agreements with Participants, including the duration of the award and any vesting requirements, subject to requirements of applicable regulatory authorities. The Stock Option Incentive Plan permits

the Board of Directors to grant options for the purchase of Common Shares of the Corporation for a term of up to 10 years. The number of Common Shares granted pursuant to each option is determined in the discretion of the Board of Directors, provided that in the case of any one person, the aggregate number of Common Shares reserved for issuance may not exceed 5% of the Common Shares outstanding at the time of the grant.

In accordance with the provisions of the Stock Option Plan, the option price and the terms and conditions on which the options may be exercised are set out in written stock option agreements, in the form approved by the Board, entered into by the Corporation and each option holder. Under the Stock Option Incentive Plan, the option price is determined by the Board, provided that the price is not less than the closing price of the Common Shares on the stock exchanges where they are traded on the trading day immediately preceding the date of the grant and if there be no sale on such trading day, then the average of the closing bid and ask prices on such trading day. The options are not transferable and terminate on the earlier of the expiry date and the date that the optionee ceases to be eligible for any reason whatsoever, other than death. In the event of death, the option is fully exercisable by the optionee's legal

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representative on the earlier of the expiry date and one year from the date of death. Option agreements approved by the Board may provide that all or any part of the options that are outstanding upon the occurrence of a change of control may continue to be exercised by the holder for such extended period up to and including the normal expiry date of such options

The Stock Option Incentive Plan may be amended by the Board, subject to approval of the shareholders as well as the TSX and the AMEX, and subject to compliance with applicable legislation.

Subject to compliance with applicable corporate and securities laws, the Board may at any time authorize the Corporation to loan money to a Participant in order to assist him or her to exercise options granted under the Stock Option Incentive Plan. Such loan shall be provided on a non-recourse basis, shall be non-interest bearing and shall be on such other terms and conditions to be determined from time to time by the Board. The Board has not loaned any money to Participants and has no intention to do so in the future.

The Board has approved certain amendments to the Stock Option Incentive Plan, which must be approved by shareholders at the Meeting to be effective. Please see Particulars of Matters to be Acted Upon Proposal #3 - Amendments to Stock Option Incentive Plan of this Circular.

Plan of Arrangement Stock Option Plan

The purpose of the Plan of Arrangement Stock Option Plan is to develop the interest of the senior officers, directors and key employees of the Corporation and its subsidiaries and affiliates, as well as any other person or company engaged to provide ongoing management and consulting services to the Corporation or to its subsidiaries and affiliates.

The Plan of Arrangement Stock Option Plan authorizes the issuance of up to 2,780,412 Common Shares at an exercise price of U.S.\$0.80 per share. In 2002, all of such 2,780,412 options were granted to eligible persons, at an exercise price of US\$0.80 per share, for a term of five years expiring on June 25, 2007. The options granted pursuant to the terms of the Plan of Arrangement Stock Option Plan vest over a period of two years and are subject to deduction if certain goals and objectives are not attained. Such goals and objectives include, but are not limited to, attaining or exceeding certain budgeted goals for gold sales, cash production costs and increasing the proven and probable gold reserves of the Corporation. For the year ended December 31, 2002, such goals and objectives were met. Accordingly, an aggregate of 1,390,206 options, representing 50% of the options granted under the Plan of Arrangement Stock Option Plan vested effective December 31, 2002.

For the year ended December 31, 2003, all of the goals and objectives established for the Florida Canyon Mine and the Exploration department were met. Accordingly, an aggregate of 271,091 options, representing 100% of the previously unvested options granted to Florida Canyon Mine and Exploration department employees under the Plan of Arrangement Stock Option Plan, vested thereunder effective December 31, 2003. Some, but not all of the goals and objectives established for the Montana Tunnels Mine for the year ended December 31, 2003 were met, resulting in the cancellation of 10,252 options granted to Montana Tunnels Mines employees. Accordingly, an aggregate of 29,368 options, representing 75% of the previously unvested options granted to Montana Tunnels Mine employees under the Plan of Arrangement Stock Option Plan, vested thereunder effective December 31, 2003. In addition, an aggregate of 120,392 options granted to directors and senior officers of the Corporation were cancelled effective December 31, 2003 for failure of the Corporation to meet certain goals and objectives. Accordingly, an aggregate of 556,082 options, representing 80% of the previously unvested options granted to such officers and directors under the Plan of Arrangement Stock Option Plan, vested thereunder effective December 31, 2003.

At December 31, 2004, there were 1,904,756 outstanding options under the Plan of Arrangement Stock Option Plan, all of which are currently vested. To date, there have been 557,760 options exercised under the Plan of Arrangement Stock Option Plan and 317,986 options forfeited under the Plan of Arrangement Stock Option Plan.

2004 Stock Option Grants

There were no grants of options to purchase Common Shares pursuant to the Stock Option Incentive Plan to the Named Executive Officers during the year ended December 31, 2004.

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And Option Values At Financial Year-End**

The following table shows the aggregate number of options each Named Executive Officer now holds and the value of these options based on the closing price of the Common Shares as at December 31, 2004, which was US\$0.82.

Name	Securities	Aggregate	Unexercised options at		Value of unexercised	
	acquired on	value	December 31,		in-the-	
	exercise	realized	2004		money options at	
	(#)	(\$)	Exercisable	Unexercisable	Exercisable	Unexercisable
R. David Russell	Nil	Nil	600,403	125,000	\$8,508	Nil
R. Llee Chapman	Nil	Nil	440,829	125,000	\$4,317	Nil
Richard F. Nanna	Nil	Nil	544,868	100,000	\$8,897	Nil
Wade Bristol	Nil	Nil	100,000	Nil	Nil	Nil
David Young	Nil	Nil	217,659	50,000	\$3,353	Nil

(1) On December 31, 2004, the last trading day of the year, the closing price of the Common Shares on the AMEX was US\$0.82. The value of unexercised in the money options was calculated based on the difference between the market value of the Common Shares underlying the options at December 31, 2004, being US\$0.82 and the exercise price of the options.

Management Agreements with Named Executive Officers**Current Executive Officers****R. David Russell, President and Chief Executive Officer**

David Russell was President and Chief Executive Officer of Nevoro Gold Corporation from April 1, 2002, until June 25, 2002 (the **Effective Date**) whereupon he was appointed President and Chief Executive Officer of the Corporation. The Corporation has assumed the terms and conditions of an employment agreement dated as of the 1st day of April, 2002, between Mr. Russell and Nevoro Gold Corporation. Pursuant to such employment agreement, as amended, Mr. Russell receives a minimum annual base salary of US\$340,000 and a discretionary annual cash bonus based on the Corporation's performance. Mr. Russell is entitled to receive an automobile allowance of US\$15,000 per annum and an allowance for social/sports club membership of US\$5,000 per annum. Mr. Russell was entitled to receive, pursuant to the terms of the Plan of Arrangement and his employment agreement, 200,000 Common Shares of the Corporation of which 50% vested effective December 31, 2002 and the remaining 50% vested effective December 31, 2003.

Mr. Russell's employment agreement provides that in the event of the termination of his employment without cause or upon a change of control of the Corporation, he will be entitled to receive 36 months salary, together with a payment equal to 50% of the bonus entitlement for each year and any other compensation to which he would otherwise have been entitled during such 36-month period, such payments to be calculated on a grossed-up basis. Pursuant to the terms of Mr. Russell's employment agreement, any options granted to Mr. Russell shall immediately vest if his employment is terminated without cause or upon a change of control. Pursuant to the terms of Mr. Russell's

employment agreement, a change of control is a change in the beneficial ownership of 20% or more of the issued and outstanding shares of the Corporation.

Melvyn Williams, Chief Financial Officer and Senior Vice President Finance and Corporate Development

Pursuant to an employment agreement with the Corporation, as amended, Mr. Williams receives a minimum annual base salary of US\$200,000 and a discretionary annual cash bonus based on the Corporation's performance. Mr. Williams is entitled to receive an automobile allowance of US\$10,000 per annum.

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Mr. William's employment agreement provides that in the event of the termination of his employment without cause or upon a change of control of the Corporation, he will be entitled to receive 24 months salary, together with a payment equal to 50% of the bonus entitlement for each year and any other compensation to which he would otherwise have been entitled during such 24-month period, such payments to be calculated on a grossed-up basis. Pursuant to the terms of Mr. William's employment agreement, any options granted to Mr. Williams shall immediately vest if his employment is terminated without cause or upon a change of control. Pursuant to the terms of Mr. William's employment agreement, a change of control is the occurrence, within a single transaction or series of related transactions occurring within the same 12-month period, of a change in the identity of persons who individually or collectively hold rights to elect, or to approve the election of, a majority of the members of the Board, including, without limitation, transactions consisting of one or more sales or other transfers of assets or equity securities, mergers, consolidations, amalgamations, reorganizations, or any similar transactions.

Richard F. Nanna, Vice President - Exploration

Richard Nanna was Vice President, Exploration of Nevoro Gold Corporation from April 1, 2002, until the Effective Date whereupon he was appointed Vice President, Exploration of the Corporation. The Corporation has assumed the terms and conditions of an employment agreement dated as of the 1st day of April, 2002, between Mr. Nanna and Nevoro Gold Corporation. Pursuant to such employment agreement, as amended, Mr. Nanna receives a minimum annual base salary of US\$185,000 and a discretionary annual cash bonus based on the Corporation's performance. Mr. Nanna is entitled to receive an automobile allowance of US\$15,000 per annum and an allowance for social/sports club membership of US\$5,000 per annum. Mr. Nanna was entitled to receive, pursuant to the terms of the Plan of Arrangement and his employment agreement, 165,000 Common Shares of the Corporation of which 50% vested effective December 31, 2002 and the remaining 50% vested effective December 31, 2003.

Mr. Nanna's employment agreement provides that in the event of the termination of his employment without cause or upon a change of control of the Corporation, his employment will be deemed to have been terminated and he will be entitled to receive 36 months salary, together with a payment equal to 50% of the bonus entitlement for each year and any other compensation to which he would otherwise have been entitled during such 36-month period, such payments to be calculated on a grossed-up basis. Pursuant to the terms of Mr. Nanna's employment agreement, any options granted to Mr. Nanna shall immediately vest if his employment is terminated without cause or upon a change of control. Pursuant to the terms of Mr. Nanna's employment agreement, a change of control is a change in the beneficial ownership of 20% or more of the issued and outstanding shares of the Corporation.

Wade W. Bristol, Vice President - Operations

Pursuant to an employment agreement with the Corporation, as amended, Mr. Bristol receives a minimum annual base salary of US\$165,000 and a discretionary annual cash bonus based on the Corporation's performance. Mr. Bristol is entitled to receive an automobile allowance of US\$10,000 per annum.

Mr. Bristol's employment agreement provides that in the event of the termination of his employment without cause or upon a change of control of the Corporation, his employment will be deemed to have been terminated and he will be entitled to receive 24 months salary, together with a payment equal to 50% of the bonus entitlement for each year and any other compensation to which he would otherwise have been entitled during such 24-month period, such payments to be calculated on a grossed-up basis. Pursuant to the terms of Mr. Bristol's employment agreement, any options granted to Mr. Bristol shall immediately vest if his employment is terminated without cause or upon a change of control. Pursuant to the terms of Mr. Bristol's employment agreement, a change of control is the occurrence, within a single transaction or series of related transactions occurring within the same 12-month period, of a change in the identity of persons who individually or collectively hold rights to elect, or to approve the election of, a majority of the members of the Board, including, without limitation, transactions consisting of one or more sales or other transfers of

assets or equity securities, mergers, consolidations, amalgamations, reorganizations, or any similar transactions.

David Young, Vice President - Corporate Development and Technical Services

David Young was Vice President, Mining Operations of Nevaro Gold Corporation from May 24, 2002, to the Effective Date whereupon he was appointed Vice President, Mining Operations of the Corporation. He assumed that position until May, 2003 when he was appointed as Vice-President, Corporate Development and Technical Services. The Corporation has assumed the terms and conditions of an employment agreement dated as of the 24th

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day of May, 2002, between Mr. Young and Nevoro Gold Corporation. Pursuant to such employment agreement, as amended, Mr. Young receives a minimum annual base salary of US\$150,000 and a discretionary annual cash bonus based on the Corporation's performance. Mr. Young is entitled to receive an automobile allowance of US\$10,000 per annum.

Mr. Young's employment agreement provides that in the event of the termination of his employment without cause or upon a change of control of the Corporation, his employment will be deemed to have been terminated and he will be entitled to receive 24 months salary, together with a payment equal to 50% of the bonus entitlement for each year and any other compensation to which he would otherwise have been entitled during such 24-month period, such payments to be calculated on a grossed-up basis. Pursuant to the terms of Mr. Young's employment agreement, any options granted to Mr. Young shall immediately vest if his employment is terminated without cause or upon a change of control. Pursuant to the terms of Mr. Young's employment agreement, a change of control is a change in the beneficial ownership of 20% or more of the issued and outstanding shares of the Corporation.

Former Executive Officers

R. Llee Chapman

On January 24, 2005, R. Llee Chapman resigned from his position as Chief Financial Officer of the Corporation effective March 31, 2005. Mr. Chapman will receive a severance package payable over the next 12 months that will equate to one year's salary on a grossed-up basis for federal and state tax purposes. In addition, Mr. Chapman will be entitled to a bonus payment if the executive management of the Corporation receives a bonus before March 31, 2006, such bonus being equal to the average percentage bonus given to his peers; this bonus will not be grossed-up for federal and state tax purposes.

Mr. Chapman will be entitled to exercise any options he holds under the Stock Option Incentive Plan until June 30, 2005 and under the Plan of Arrangement Stock Option Plan until March 31, 2006.

Indebtedness of Directors and Officers

No director or officer of the Corporation, and no associate of any director or officer of the Corporation, was indebted to the Corporation at any time during the year ended December 31, 2004.

Equity Compensation Plan Information

The following table provides information about the shares of our Common Stock that may be issued upon the exercise of options or warrants under all of our existing equity compensation plans as of December 31, 2004, including the Stock Option Incentive Plan and the Plan of Arrangement Stock Option Plan.

(a) Number of securities to be issued upon exercise of	(b) Weighted- average exercise price of	(c) Number of securities remaining available for future issuance
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Plan Category	outstanding options (#)	outstanding options (\$)	under equity compensation plans (excluding securities reflected in column (a)) (#)
Equity compensation plans approved by security holders:			
Stock Option Incentive Plan	2,196,300	\$ 2.10	2,609,604
Plan of Arrangement Stock Option Plan	1,904,756	\$ 0.80	0
Equity compensation plans not approved by security holders	0	N/A	0
Total	4,101,056		2,609,604

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Performance Graph

The following graph compares the total cumulative shareholder return for \$100 invested in Common Shares with the cumulative total return of the S&P/TSX Composite Index and the S&P/TSX Gold & Precious Minerals Index during the five most recently completed financial years of the Corporation. During the period, the total cumulative shareholder return for \$100 invested in Common Shares was \$32 as compared to \$127 for the S&P/TSX Composite Index and \$127 for the S&P/TSX Gold & Precious Minerals Index.

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- (1) Effective June 25, 2002, International Pursuit Corporation consolidated its common shares on a 1:43.57 basis and amalgamated with Nevoro Gold Corporation to form Apollo Gold Corporation, the shares of which commenced trading on the TSX on July 3, 2002.

Directors and Officers Insurance

The Corporation has directors liability insurance for the directors and officers of the Corporation and its subsidiaries. The aggregate annual premium is US\$191,192.40. The annual insurance coverage under the applicable policy is limited to US\$5,000,000 per policy year with an additional US\$5,000,000 excess coverage per year.

There is a US\$250,000 deductible provision for any claim made by the Corporation. The limit does not apply claims by any director or officer.

Interests of Insiders and Others in Material Transactions

Except as set forth hereafter and in the employment agreements and stock option grants described elsewhere in this Circular, no director, senior officer or associate of a director or senior officer nor, to the best knowledge of the directors or senior officers of the Corporation after having made reasonable inquiry, any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation carrying more than ten (10%) percent

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of the voting rights attached to any class of voting securities of the Corporation outstanding at the date hereof, or any associate or affiliate thereof, has any interest in any material contracts to which the Corporation is a party.

In 2004 the Corporation paid US\$796,000 for consulting services comprised of the following: US\$6,000 to Surradial, an entity owned by the brother of R. David Russell, the President and Chief Executive Officer of the Corporation. In 2004, the Corporation paid Fogler, Rubinoff LLP and McMillan Binch LLP, collectively, US\$595,000, in respect of legal services provided to the Corporation. Mr. Hobart, a director of the Corporation, is a partner at Fogler, Rubinoff LLP and Mr. Vaughan, a director of the Corporation, is a partner at McMillan Binch LLP. In addition, in 2004, the Corporation paid Silicon Valley Law Group US\$195,000 in respect of legal services provided to the Corporation. A shareholder of Silicon Valley Law Group is the brother of Mr. R. Lee Chapman, the Corporation's Vice President and Chief Financial Officer until January 2005.

The Corporation is of the view that all of the transactions set forth above were made on terms no less favourable to the Corporation than could have been obtained from unaffiliated third parties. The Corporation intends that all material transactions be approved by a majority of the Board, including a majority of the independent directors and be on terms no less favourable to the Corporation than could be obtained from unaffiliated third parties.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Corporation's officers and directors, and persons who own more than 10% of the Corporation's Common Shares, to file reports of ownership and changes of ownership of such securities with the United States Securities and Exchange Commission. Based on a review of the Corporation's records, management believes that all filing requirements applicable to the Corporation's officers, directors and holders of more than 10% of the Corporation's Common Shares were complied with during the 2004 fiscal year.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Arthur Andersen LLP was the Corporation's independent auditor; however, effective June 3, 2002, Arthur Andersen LLP, ceased practicing public accounting. The Corporation engaged Deloitte & Touche LLP as its new independent certified public accountants effective June 17, 2002. Deloitte & Touche LLP independently reaudited the Corporation's historical financial statements and did not rely on any of Arthur Andersen LLP's work product.

Our Board of Directors, with the recommendation of the Audit and Finance Committee of the Board of Directors and with the approval of our shareholders, authorized and approved the engagement of Deloitte & Touche LLP. During our three most recent fiscal years and the subsequent period prior to such appointment, we did not consult Deloitte & Touche LLP regarding the application of accounting principles to a specific completed or contemplated transaction, or the type of audit opinion that might be rendered on our financial statements, nor on any matter that was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-B, or a reportable event, as that term is defined in Item 304(a)(1)(v) of Regulation S-B.

Interest of Certain Persons in Matters to be Acted Upon

No person who was a director or senior officer of the Corporation at any time since the beginning of the Corporation's last completed financial year, no person who is a proposed nominee for election as a director of the Corporation and no associate or affiliate of any such director, senior officer or proposed nominee has any material interest, direct or indirect, in any matter to be acted upon at the Meeting other than the election of directors of this Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements

The shareholders will receive and consider the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2004, together with the auditor's report thereon.

Table of Contents**Proposal #1 - Election of Directors**

Management of the Corporation has nominated six persons for election to the Board. Five of the nominees are members of the Board and have been since the dates indicated below. Management does not contemplate that any of the nominees will be unable to serve as a director. However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next annual meeting or until his successor is appointed, unless his office is earlier vacated in accordance with the *Business Corporations Act* (Yukon), and the by-laws of the Corporation. **The persons named in the enclosed form of proxy intend to vote for the election of all of the nominees whose names are set forth below.**

The following table and the notes thereto state the names of all persons proposed to be nominated for election as directors, all other positions or offices with the Corporation and its subsidiaries now held by them, their principal occupations or employment, the year in which they became directors of the Corporation, the approximate number of Common Shares beneficially owned, directly or indirectly, by each of them, or over which they exert control or direction as of March 26, 2005.

Name and municipality of residence	Present principal occupation	Year first became director	Common Shares beneficially owned, directly or indirectly, or controlled or directed⁽¹⁾	Age
G. Michael Hobart ^{(3) (5)} Toronto, Ontario	Partner, Fogler, Rubinoff LLP, a law firm	2002	1,000	46
R. David Russell ⁽⁴⁾ Aurora, Colorado	President and Chief Executive Officer of the Corporation	2002	1,024,525 ⁽⁶⁾	49
Charles E. Stott ^{(3) (4) (5)} Evergreen, Colorado	Independent Mining Consultant	2002	2,000	71
W. S. (Steve) Vaughan ^{(3) (5)} Toronto, Ontario	Partner, McMillan Binch LLP, a law firm	2002	Nil	68
Richard P. Graff Evergreen, Colorado	Independent consultant and owner of Graff Consulting Group LLC	2005	Nil	58
Robert W. Babensee Etobicoke, Ontario	Chief Financial Officer, Golden China Resources Corporation	Nominee	Nil	64

(1) Information regarding Common Shares held does not include Common Shares issuable upon the exercise of options, warrants or other convertible securities of the Corporation.

(2) A current member of the Audit and Finance Committee.

- (3) A current member of the Compensation Committee.
- (4) A current member of the Technical Committee.
- (5) A current member of the Nominating Committee.
- (6) 100 Common Shares are held indirectly by Mr. Russell for the benefit of his minor child.

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The principal occupation for the past five years for each of the nominees is set out below.

G. Michael Hobart

Michael Hobart is a partner at Fogler, Rubinoff LLP, Toronto, Ontario where he has practiced corporate and securities law since September 2002. Prior thereto he was a partner of Aylesworth Thompson Phelan O'Brien LLP from 1998 to 2002. He earned a B.A. at McGill University (1982) and a LL.B. at the University of New Brunswick (1985). He has held directorships and senior officer positions with several junior mineral exploration companies in Canada. Mr. Hobart was called to the Ontario Bar in 1987 and is a member of the Canadian Bar Association.

R. David Russell

David Russell has been the Corporation's President and Chief Executive Officer since June 2002. Prior to the amalgamation of International Pursuit Corporation and Nevoro Gold Corporation in June 2002, Mr. Russell was a founder in January 2002 of Nevoro Gold Corporation, a private Ontario company, and served as its President from February to June 2002. Mr. Russell was an independent mining consultant from December 1999 to 2002. From January 1995 to December 1999, he was Vice President and Chief Operating Officer of Getchell Gold, a Nevada gold producer. At Getchell, Mr. Russell oversaw the Getchell open pit as well as the development of two underground mechanized mines and a complex pressure oxidation mill for ore processing. Mr. Russell was also a very involved team member in Getchell's initial public offering and secondary offerings as well as the evaluation and negotiations associated with Placer Dome's US\$1.1 billion acquisition of Getchell in May 1999. Prior to Getchell, Mr. Russell was General Manager of U.S. operations for LAC Minerals and after its acquisition by Barrick Gold, he served in the same capacities for Barrick. His responsibilities included operations at various mines in the western U.S. including the Bullfrog Mine in Nevada; the Richmond Hill Mine located near Lead, South Dakota; the Ortiz Project near Santa Fe, New Mexico; and the Coliseum reclamation project in California. Prior to LAC/Barrick, Mr. Russell was Manager Underground Mining for Independence Mining in Nevada, Project Manager for Hecla Mining in Idaho, Manager of the Lincoln Project in California for FMC/Meridian Gold and Mine Manager for ASARCO in Idaho and Colorado. Mr. Russell is a mining engineer from Montana Tech. Mr. Russell also serves as a director of Idaho General Mines.

Charles E. Stott, Jr.

Charles Stott has been since 1995 an independent mining consultant with T.P. McNulty and Associates which provides consulting services to the mineral, metal and chemical industries. Since 2002, he has also served as a member of the Board of Directors of Hazen Research, Inc. Mr. Stott was a director of Getchell Gold Corporation from 1996 to 1999. He was President and Chief Executive Officer of Gold Capital Corporation from 1994 to 1995 and was President and Chief Executive Officer of Horizon Resources Corporation from 1990 to 1993. Mr. Stott served as President and Chief Executive Officer of Amax Gold Inc. from 1986 to 1989.

W.S. (Steve) Vaughan

Steve Vaughan has been a partner of McMillan Binch LLP since February 2002 and is the Chair of its Natural Resources Group. Prior thereto he was a partner of Aird & Berlis LLP from 1974 until February 2002. He has a B.Sc. and a M.Sc. degree in geology as well as a law degree and has worked in or been closely associated with all facets of the mineral exploration, mine finance and securities industries since 1955. Mr. Vaughan is a director and member of the Securities Committee of the Prospectors and Developers Association of Canada, a former director of the Toronto Branch of the Canadian Institute of Mining, Metallurgy and Petroleum and was a member of the joint Toronto Stock Exchange/Ontario Securities Commission Mining Standards Task Force. Mr. Vaughan also serves as a director of Algoma Central Corporation, Consolidated Tanager Limited, Golden China Inc., Platte River Gold Inc. and Western Troy Capital Resources Inc.

Richard P. Graff

Richard P. Graff has over twenty-eight years of experience with PricewaterhouseCoopers LLP, which includes extensive experience with the resources industries, most recently as partner-in-charge of its U.S. mining industry practice, before his retirement in 2001. Since his retirement from PricewaterhouseCoopers, Mr. Graff has been an independent consultant and is the owner of The Graff Consulting Group LLC. Mr. Graff has also worked on

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numerous special task force groups related to the mining industry, including service as a member of the Mining Industry Working Group of the Emerging Issues Task Force of the Financial Accounting Standards Board

Robert W. Babensee

Robert W. Babensee was as a partner of the national accounting firm BDO Dunwoody LLP from 1984 to 2004 where he practiced as an assurance specialist. Over the past 30 years his professional focus was the natural resource industry. Since February 2005, Mr. Babensee has been the Chief Financial Officer of Golden China Resources Corporation, which is a TSX Venture Exchange listed natural resource company whose operating focus is in Asia. Mr. Babensee earned his CA in Ontario in 1968.

Proposal #2 - Appointment of Auditors

The Board recommends the re-appointment of Deloitte & Touche LLP Chartered Accountants, of Vancouver, British Columbia, the present independent auditors, as the auditors of the Corporation to hold office until the close of the next annual meeting of the shareholders. Deloitte & Touche LLP has served as the Corporation's independent auditors continuously since 2002. Deloitte & Touche LLP will not attend this Meeting.

The following table shows the aggregate fees billed to the Corporation for professional services by Deloitte & Touche LLP for fiscal years 2004 and 2003 (in Cdn\$):

	Fiscal 2004	Fiscal 2003
Audit Fees	\$ 934,500	\$ 721,405
Audit-Related Fees	\$ 275,000	\$ 25,000
Tax Fees	Nil	\$ 9,600
Total	\$ 1,209,500	\$ 756,005

Audit Fees. This category includes the aggregate fees billed for professional services rendered for the audits of our consolidated financial statements for fiscal years 2004 and 2003, for the reviews of the financial statements included in our quarterly reports on Form 10-Q during fiscal 2004 and 2003, and for other services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements for the relevant fiscal years.

Audit-Related Fees. This category includes the aggregate fees billed in each of the last two fiscal years for assurance and related services by the independent auditors that are reasonably related to the performance of the audits or reviews of the financial statements and are not reported above under Audit Fees, and generally consist of fees for other engagements under professional auditing standards, accounting and reporting consultations, internal control-related matters, and audits of employee benefit plans.

Tax Fees. This category includes the aggregate fees billed in each of the last two fiscal years for professional services rendered by the independent auditors for tax compliance, tax planning and tax advice. Of these amounts, \$0 was related to tax compliance services for review of federal and state tax returns for both 2004 and 2003.

In the past, the Board has reviewed and approved the fees to be paid to the auditors. Such fees have been based upon the complexity of the matters in question and the time incurred by the auditors. Management believes that the fees negotiated in the past with the auditors of the Corporation were reasonable in the circumstances and would be comparable to fees charged by other auditors providing similar services.

As discussed in the Report of the Audit and Finance Committee in this Circular, the Audit and Finance Committee has reviewed and considered whether the provision of services other than audit services is compatible with maintaining the auditors' independence. Commencing in 2003, the Audit and Finance Committee considered and pre-approved expenditure limits for the Corporation's auditors and reviewed and pre-approved the provision of non-

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audit services by the Corporation's auditors to ensure they are consistent with maintaining the auditor's independence.

It is intended that on any ballot that may be called relating to the appointment of auditors, the shares represented by proxies in favour of the management nominees will be voted in favour of the appointment of Deloitte & Touche LLP as auditors of the Corporation and the resolution authorizing the directors to fix remuneration of the auditors, unless a shareholder has specified in his proxy that his shares are to be withheld from voting on the appointment of auditors.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services and Independent Auditors

The Audit and Finance Committee has established a policy requiring pre-approval of all audit engagement letters and fees for all auditing services (including providing comfort letters in connection with securities underwritings) and all permissible non-audit services performed by the independent auditors. Such services may be approved at a meeting of the Audit and Finance Committee or by the Chairman of the Audit and Finance Committee, provided that the Chairman present any such pre-approvals to the Audit and Finance Committee at each of its scheduled meetings.

Proposal #3 - Amendments to Stock Option Incentive Plan

The Corporation currently has a Stock Option Incentive Plan which has 4,805,904 Common Shares reserved for issuance pursuant to the granting of stock options of which 2,609,604 remain outstanding. See the section above entitled Stock Options – Stock Option Incentive Plan for further discussion about the Stock Option Incentive Plan.

The Board has approved an amended Stock Option Incentive Plan (the **Amended Plan**) for the Corporation, subject to shareholder and regulatory approval. The purpose of the Amended Plan is to attract and motivate directors, officers, employees of and service providers to the Corporation and its subsidiaries and thereby advance the Corporation's interests by affording such persons with an opportunity to acquire an equity interest in the Corporation through the stock options. The amendments to the Stock Option Incentive Plan, which are reflected in the Amended Plan, are as follows:

- (1) The number of Common Shares which may be issued pursuant to stock options previously granted under the Stock Option Incentive Plan and those granted under the Amended Plan may not exceed the lesser of: (a) 8% of the issued and outstanding Common Shares, from time to time; and (b) 9,520,645 Common Shares. Under the Stock Option Incentive Plan, 4,805,904 Common Shares were permitted to be issued pursuant to stock options granted.
- (2) The Amended Plan will be submitted to shareholders for approval every three years in order to renew the Amended Plan. Under the Stock Option Incentive Plan, shareholder approval was only required when the plan was amended.
- (3) Under the Amended Plan, the exercise price under stock options granted may either be in Canadian dollars or United States dollars. If the exercise price is in Canadian dollars, the exercise price shall not be lower than the closing price on the Toronto Stock Exchange on the trading day prior to the date of the grant. If the exercise price is in United States dollars, the exercise price shall not be lower than the greater of: (a) the closing price on the American Stock Exchange on the trading day prior to the date of the grant, or (b) the closing price on the Toronto Stock Exchange (such closing price converted into United States dollars using the Bank of Canada noon nominal rate of exchange on the same date as such closing price) on the trading day prior to the date of the grant. Under the Stock Option Incentive Plan, the exercise price was not permitted to be lower than the closing price on the

Toronto Stock Exchange on the trading day prior to the date of the grant
New Plan Benefits

No awards will be granted under the Amended Plan until the Corporation receives shareholder approval. It is not possible to predict the individuals who will receive future awards under the Amended Plan or the number of Common Shares covered by any future award because such awards are wholly within the discretion of the Compensation Committee.

Attached hereto as Schedule B is the Amended Plan.

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The Board is requesting shareholders to pass, with or without variation, the following resolution (the **Stock Option Plan Resolution**):

BE IT RESOLVED THAT:

- (1) The Apollo Gold Corporation Stock Option Incentive Plan (as amended and restated April 12, 2005) is hereby approved; and
- (2) any one officer or one director of the Corporation is hereby authorized and directed to do and perform all things, including, the execution of documents which may be necessary or desirable to give effect to the foregoing resolution.

The directors of the Corporation believe the passing of the Stock Option Plan Resolution is in the best interests of the Corporation and recommends that the shareholders vote in favour of the resolution. In the event the resolution is not passed, the Stock Option Incentive Plan will remain in force.

In order to be approved, the Stock Option Plan Resolution must be passed by a majority of the votes cast at the Meeting by disinterested shareholders, being those shareholders other than insiders of the Corporation who may be granted incentive stock options under the Stock Option Incentive Plan and their associates. To the best of the knowledge of the Corporation's management, votes attaching to 1,810,525 Common Shares will not be counted for the purpose of determining whether the required level of shareholder approval has been obtained, such number being the Common Shares held by insiders of the Corporation who may be granted incentive stock options under the Stock Option Incentive Plan and their associates. **The Board has unanimously approved the Stock Option Plan Resolution and recommends that shareholders vote FOR such resolution. Proxies received in favour of management will be voted in favour of the Stock Option Plan Resolution, unless the shareholder has specified in the proxy that his or her Common Shares are to be voted against the resolution.**

APPROVAL

The contents and the sending of this Circular have been approved by the directors of the Corporation.

OTHER MATTERS

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter with the best judgement of the person or persons voting the proxy.

INCORPORATION BY REFERENCE

The reports of the Compensation and Audit and Finance Committees and the information under the heading Performance Graph shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933 or the Exchange Act of 1934, except to the extent we specifically incorporate this information by reference, and shall not otherwise be deemed filed under the Securities Act or the Exchange Act.

SHAREHOLDER PROPOSALS

Shareholder Proposals for Inclusion in Proxy Statement for 2006 Annual Meeting of Shareholders

To be considered for inclusion in the Corporation's proxy statement for the 2006 annual meeting of shareholders, a shareholder proposal must be received by the Corporation no later than the close of business on February 21, 2006. Shareholder proposals must be sent to the Secretary of the Corporation at the following address: Apollo Gold Corporation, 5655 South Yosemite Street, Suite 200, Greenwood Village, Colorado, 80111-3220. The Corporation will not be required to include in its proxy statement any shareholder proposal that does not meet all the requirements for such inclusion established by applicable law.

Other Shareholder Proposals for Presentation at 2006 Annual Meeting of Shareholders

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For any proposal that is not submitted for inclusion in the Corporation's proxy statement for the 2006 annual meeting of shareholders, but is instead sought to be presented directly at the meeting, the SEC's rules permit management to vote proxies in its discretion if: (1) the Corporation receives notice of the proposal before the close of business on March 2, 2006, and advises shareholders in the proxy statement about the nature of the matter and how management intends to vote on such matter; or (2) the Corporation does not receive notice of the proposal prior to the close of business on March 2, 2006. Notices of intention to present proposals at the 2006 annual meeting of shareholders should be sent to Secretary of the Corporation at the following address: Apollo Gold Corporation, 5655 South Yosemite Street, Suite 200, Greenwood Village, Colorado, 80111-3220.

ADDITIONAL INFORMATION

Financial information about the Corporation is contained in its comparative financial statements and Management's Discussion and Analysis for fiscal year ended December 31, 2004, which can be obtained, at no cost to you, by sending a request to

Apollo Gold Corporation
Colorado Executive Offices
5655 South Yosemite Street
Suite 200
Greenwood Village
Colorado, 80111-3220

Attention: Donald W. Vagstad, Secretary

Additional information relating to the Corporation is on SEDAR at www.sedar.com.

DATED at Denver, Colorado this 12th day of April, 2005.

By Order of the Board of Directors

(Signed) **R. David Russell**

President and

Chief Executive Officer

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SCHEDULE A
CORPORATE GOVERNANCE PROCEDURES

In this Schedule, the Corporation's governance procedures are compared with the TSX Guidelines for effective corporate governance.

Further, the Board has been reviewing its governance practices in response to SOX. The United States Securities and Exchange Commission (SEC) is in the process of issuing rules and regulations to give effect to the provisions of SOX. As provisions of SOX come into effect, the Board will review and amend as necessary or applicable its governance practices on an ongoing basis in response to these standards. Where indicated below, the Corporation's existing governance procedures are also compared to certain AMEX Standards which differ or are in addition to the TSX Guidelines.

TSX Guidelines	Corporation's Alignment	Corporation's Governance Procedures
1. The board should explicitly assume responsibility for stewardship of the Corporation and specifically for:	Yes	The Board, either directly or through Board committees, is responsible for management or supervision of management of the business and affairs of the Corporation with the objective of enhancing shareholder value.
(i) Adoption of a strategic planning process	Yes	The Board approves strategic plans of the Corporation. A significant portion of each regular Board meeting is devoted to strategic plans and opportunities available to the Corporation. Such discussions enable directors to gain a fuller appreciation of planning priorities and provide the opportunity for directors to give constructive feedback to management.
(ii) Identification of the principal risks of the Corporation's business and ensuring implementation of appropriate systems to manage those risks	Yes	The Board considers risk issues and approves corporate policies addressing the management of the risk including environmental and safety issues. The Board also reviews the methods and procedures established by management with respect to the control of key risks.
(iii) Succession planning, including appointing, training and monitoring	Yes	The Board and the Compensation Committee is mandated to review succession planning for

senior management

senior management, including monitoring the performance of senior management and assessing the depth of management at the Corporation and its material subsidiaries.

(iv) Communications policy

Yes

The Board has approved a Disclosure Policy covering the timely dissemination of all material information. The policy establishes consistent guidelines for determining what information is material, how it is to be disclosed and, to avoid selective disclosure, making all material disclosures on a widely disseminated basis. An officer has been mandated with the responsibility to monitor events at the Corporation to ensure timely disclosure. The Corporation seeks to communicate with its shareholders and other stakeholders through a variety of channels, including its annual report, Form 8-K s quarterly reports, Form 10-K, news releases, web site, briefing sessions and group meetings.

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TSX Guidelines	Corporation s Alignment	Corporation s Governance Procedures
(v) Integrity of internal control and management information systems	Yes	<p>The Audit and Finance Committee of the Board requires management to implement and maintain appropriate systems of internal control. The Audit and Finance Committee meets with the Corporation s auditor and management to assess the adequacy and effectiveness of these systems.</p> <p>As required by SOX, the Chief Executive Officer and Chief Financial Officer have provided certificates relating to the contents of the annual statutory reports and have evaluated and reported on the effectiveness of the Corporation s internal controls and procedures.</p>
<p>2. A majority of directors should be unrelated .</p> <p>Under the AMEX standards, there is also a requirement for a majority of independent directors. See item 3 below.</p>	Yes	<p>All directors nominated by management for re-election, with the exception of the President and Chief Executive Officer, Mr. Russell, (subject to the disclosure regarding the relationship between the Corporation and Messrs. Hobart and Vaughan disclosed in the Corporation s Information Circular and Proxy dated April 12, 2005) are unrelated based on the criteria contained in the TSX Guidelines.</p>
<p>3. The board has responsibility for applying the definition of unrelated director to each individual director and for disclosing annually the analysis of the application of the principles supporting this definition and whether the board has a majority of unrelated directors.</p> <p>Under the AMEX standards, independent director means a person other than an officer or employee of the company or any parent or subsidiary. In addition, certain relationships are deemed to render a director as not independent . In addition, no director qualifies as independent</p>	Yes	<p>Based on information provided by directors as to their individual circumstances, the Board has determined that only one of the seven persons proposed for election to the Board for 2005 is related .</p> <p>The board is developing categorical standards for determining the independence of members of the board and its committees based on the AMEX independence standards in addition to the related standards of the TSX. Based on information provided by directors as to their individual circumstances, the Board has determined that all directors standing for election to the Board for 2005, with the exception of Mr. Russell are independent under the AMEX Standards.</p>

unless the Board affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). Disclosure must be made of the basis for each determination.

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TSX Guidelines	Corporation s Alignment	Corporation s Governance Procedures
4. The board should appoint a committee of directors composed exclusively of outside, i.e., non-management directors, a majority of whom are unrelated directors, with responsibility for proposing new nominees to the board and for assessing directors on an ongoing basis.	Yes	The Nominating Committee is responsible for identifying and recommending to the Board suitable director candidates. The Nominating Committee is also responsible for ensuring that each member of the Board is assessed against appropriate standards. All members of the Nominating Committee are unrelated directors (subject to the disclosure regarding the relationship between the Corporation and Messrs. Hobart and Vaughan disclosed in the Corporation s Management Information and Proxy Circular dated April 12, 2005).
5. The board should implement a process, to be carried out by an appropriate committee, for assessing the effectiveness of the board, its committees and the contribution of individual directors.	Yes	The Compensation Committee conducts an annual evaluation of the effectiveness of the Board, its committees and the contribution of individual directors. The Compensation Committee reviews the operation of the Board and committees, adequacy of information provided to directors, Board structure, agenda planning for Board meetings, and the effectiveness of the Chairman in managing Board meetings.
6. The board should provide an orientation and education program for new directors.	Yes	New directors are provided with details of the Corporation s organizational structure, the structure of the Board and its committees, compliance requirements for directors, corporate policies and by-laws. They also meet with a number of directors and senior management personnel of the Corporation and its material subsidiaries to learn of the functions and activities of the Corporation. On an ongoing basis, presentations are made to the Board on various aspects of the Corporation s operations.
7.	Yes	

The board should examine its size with the view to determining the impact upon effectiveness and should undertake, where appropriate, a program to reduce the number of directors to a number which facilitates more effective decision-making.

The Board has considered the matter of Board size and is of the view that the current Board membership has the necessary breadth and diversity of experience and is of an adequate size to provide for effective decision-making and staffing of Board committees.

8. The board of directors should review the adequacy and form of compensation of directors in light of the risks and responsibilities involved in being an effective director.

Yes

The Compensation Committee of the Board annually reviews the compensation paid to directors to ensure that it is competitive and aligns the interests of directors with those of shareholders. The Compensation Committee recommendations are submitted to the Board for consideration and approval.

9. Committees of the board should generally be composed of outside directors, a majority of whom are unrelated.

AMEX requires that, barring exceptional circumstances, the audit, compensation and nominating committees be composed solely of independent directors.

Yes

All Board committees are composed solely of outside directors who are unrelated (subject to the disclosure regarding the relationship between the Corporation and Messrs. Hobart and Vaughan disclosed in the Corporation's Management Information and Proxy Circular dated April 12, 2005), except for the Technical Committee of which Mr. Russell is a member.

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	TSX Guidelines	Corporation s Alignment	Corporation s Governance Procedures					
10.	The board should assume responsibility for, or assign to a committee of directors responsibility for developing the approach to corporate governance issues.	Yes	The Board has mandated the Audit and Finance Committee monitor governance practices and review the Corporation s governance practices to ensure the Corporation continues to exemplify high standards of corporate governance. The Board reviews its corporate governance practices regularly.					
				230,893	4,069	1,967	134,080	
					521,494	1,389,332	18,513	11,689
II	Chengdu	H			30,497	219,481	2,782	
	Zhengzhou	M/H			60,556	255,147	2,562	
	Zhengzhou	M/H			22,418	78,422	TBD	
	Zhengzhou	M/H			51,372	179,723	TBD	
	Zhengzhou	M/H			45,716	137,081	TBD	
	Xuzhou	M/H			46,777	92,317	838	
	Jinan	M/H			200,180	536,218	TBD	
					457,516	1,498,389	6,182	
					979,010	2,887,721	24,695	11,689

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- (1) M refers to multi-layer buildings, H refers to high-rise buildings and S refers to sub-high-rise buildings.
- (2) Pre-sale commencement dates refer to dates on which we began or expect to begin pre-sale activities after receiving the relevant pre-sale permits.
- (3) Suzhou International City Garden was previously being developed under the name Suzhou Xinyuan Splendid.
- (4) TBD refers to to be determined.

Properties under Construction

Jinan, Shandong Province

Jinan International City Garden. Jinan International City Garden is located on South Industrial Road of Hitech Industry Park in Jinan. Jinan International City Garden covers a site area of 93,928 square meters and has a total GFA of 264,416 square meters, of which 203,617 square meters are for high-rise buildings, 40,749 square meters are for sub-high-rise buildings, 9,672 square meters are for retail stores, and 10,378 square meters are for basements. We acquired the site in August 2007, commenced construction of this project in September 2007, and delivered it at January 2010. This project consists of 4,672 units. We started pre-sales in November 2007 and, as of December 31, 2009, we had sold 4,580 units with a total GFA of 261,907 square meters.

Suzhou, Jiangsu Province

Suzhou International City Garden. Suzhou International City Garden is located on Mayun Road of Hitech District in Suzhou. It covers a site area of 119,089 square meters, and is expected to have a total GFA of 205,161 square meters, 204,157 square meters of which are for high-rise buildings and 1,004 square meters are for retail stores. We acquired the site in September 2007, commenced construction of this project in February 2008, and expect to deliver it in 2011. This project, when completed, will consist of 2,436 units. We started pre-sales in May 2008 and, as of December 31, 2009, we had sold 846 units with a total GFA of 69,822 square meters.

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Kunshan, Jiangsu Province

Kunshan International City Garden. Kunshan International City Garden is located on Lucheng Road in Kunshan of Jiangsu Province. This project covers a site area of 200,008 square meters and has a total GFA of 497,076 square meters, of which 5,965 square meters are for multi-layer buildings, 481,228 square meters are for high-rise buildings and 9,883 square meters are for retail stores. We acquired the site in December 2007, commenced construction of this project in July 2008, and expect to deliver it in 2012. This project, when completed, will consist of 5,103 units. We started pre-sales in September 2008, and as of December 31, 2009, we had sold 2,520 units with a total GFA of 226,569 square meters.

Zhengzhou, Henan Province

Zhengzhou Xinyuan Colorful Garden. Zhengzhou Xinyuan Colorful Garden is located on Hezuo Road of Erqi District in Zhengzhou. It covers a site area of 74,462 square meters and has a total GFA of 191,786 square meters, of which 48,638 square meters are for multi-layer buildings, 139,564 square meters are for high-rise buildings and 3,584 square meters are for retail stores. We acquired this site in February 2008, commenced construction of this project in March 2008 and started to deliver it in December 2009. This project, when completed, will consist of 2,233 units. We started pre-sales in April 2008, and as of December 31, 2009, we had sold 1,776 units with a total GFA of 144,850 square meters.

Chengdu, Sichuan Province

Chengdu Xinyuan Splendid Phase I. Chengdu Xinyuan Splendid Phase I is located on Donghong Road of Jinjiang District in Chengdu. This project covers a site area of 34,007 square meters, and has a total GFA of 230,893 square meters, consisting of 9 high-rise buildings. We acquired the site in June 2007, commenced construction of this project in November 2007, and expect to deliver it in 2011. This project, when completed, will consist of 4,069 units. We started pre-sales activities in September 2008, and as of December 31, 2009, we had sold 1,967 units with a total GFA of 134,080 square meters.

Properties under Planning

Chengdu, Sichuan Province

Chengdu Xinyuan Splendid Phase II. Chengdu Xinyuan Splendid Phase II is located on Donghong Road of Jinjiang District in Chengdu, and is currently under planning. We acquired this site in June 2007 and commenced construction in October 2009. This project will cover an aggregate site area of 30,497 square meters, and is expected to have a total GFA of 219,481 square meters and consist of 2,782 residential units upon completion.

Zhengzhou, Henan Province

Zhengzhou Longhai Road Project. Zhengzhou Longhai Road Project is located on Longhai Road of Erqi District in Zhengzhou, and is currently under planning. It will cover a site area of 60,556 square meters and is expected to have a total GFA of 255,147 square meters. We acquired the site in September 2004 and commenced construction in January 2010. This project is expected to consist of residential 2,562 units when completed.

Zhengzhou Century East A. Zhengzhou Century East A is located on south to Yongping Road and west to Kangping Road in New-East-Zheng District in Zhengzhou, and is currently under planning. It will cover a site area of 22,418 square meters and is expected to have a total GFA of 78,422 square meters. We acquired the site in September 2009 and expect to commence construction in 2010.

Zhengzhou Century East B. Zhengzhou Century East B is located on west to Dongfeng road and north to Anping road in New-East-Zheng District in Zhengzhou, and is currently under planning. It will cover a site area of 51,372 square meters and is expected to have a total GFA of 179,723 square meters. We acquired the site in October 2009 and expect to commence construction in 2010.

Zhengzhou Royal Palace. Zhengzhou Century Royal Place is located on South to Nongke Road and East to Wenbo Road in Zhengzhou, and is currently under planning. It will cover a site area of 45,716 square meters and is expected to have a total GFA of 137,081 square meters. We acquired the site in December 2009 and expect to commence construction in 2010.

Xuzhou, Jiangsu Province

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Xuzhou Xinyuan Colorful Garden. Xuzhou Xinyuan Colorful Garden is located on North of Quanshan District in Xuzhou, and is currently under planning. It will cover a site area of 46,777 square meters and is expected to have a total GFA of 92,317 square meters. We acquired the site in October 2009 and expect to commence construction in 2010. This project is expected to consist of residential 838 units when completed.

Table of Contents*Jinan, Shandong Province*

Jinan Xinyuan Splendid. Jinan Xinyuan Splendid is located on west to Lishan road, south to Xiaoqinghe road in Jinan, and is currently under planning. It will cover a site area of 200,180 square meters and is expected to have a total GFA of 536,218 square meters. We acquired the site in October 2009 and expect to commence construction in 2010.

Completed Projects

The following table sets forth each of our completed projects as of December 31, 2009.

Project Name	Location	Type of Products	Completion Date	Total Site Area (m ²)	Total GFA (m ²)	Total Number of Units	Number of Units Sold	GFA Sold
Zhengzhou Longhai Star Garden	Zhengzhou	M/H/S	12/2000	11,719	39,975	239	210	34,924
Zhengzhou Xinyuan Splendid:								
Zhengzhou Xinyuan Splendid 1A	Zhengzhou	M/S	07/2002	35,444	62,623	484	483	62,623
Zhengzhou Xinyuan Splendid 1B	Zhengzhou	M	04/2004	21,800	43,673	333	333	43,673
Zhengzhou Xinyuan Splendid 2A	Zhengzhou	M	04/2003	23,460	39,996	271	271	39,996
Zhengzhou Xinyuan Splendid 2B	Zhengzhou	M	06/2004	19,295	27,041	86	86	27,041
Zhengzhou Xinyuan Splendid 2C	Zhengzhou	S	04/2004	9,968	21,748	132	132	21,748
Zhengzhou Xinyuan Splendid 3A3B3C	Zhengzhou	M/S	08/2005	51,014	114,774	792	792	114,774
Zhengzhou Xinyuan Splendid Haojinge	Zhengzhou	H	11/2004	8,298	31,089	166	166	31,089
Zhengzhou Xinyuan Splendid City Homestead	Zhengzhou	M	08/2005	23,606	45,378	369	369	45,378
Zhengzhou Xinyuan Splendid subtotal				192,885	386,322	2,633	2,632	386,322
Zhengzhou City Manor	Zhengzhou	M	03/2006	63,089	118,716	1,633	1,633	118,716
Zhengzhou City Family	Zhengzhou	M	12/2006	21,380	39,226	720	720	39,226
Zhengzhou Central Garden East	Zhengzhou	M/H/S	09/2007	60,849	165,206	1,624	1,624	165,206
Zhengzhou Central Garden West	Zhengzhou	M/H/S	09/2007	79,464	190,384	1,796	1,796	190,384
Jinan City Family	Jinan	M	11/2207	47,411	61,065	785	784	61,033
Suzhou Lake Splendid	Suzhou	M/H/S	01/2009	130,945	196,920	2,315	2,307	196,060
Hefei Wangjiang Garden	Hefei	M/H	04/2009	51,939	145,455	1,649	1,649	145,455
Suzhou Colorful Garden	Suzhou	M/H	04/2009	41,365	80,474	967	942	78,984
Jinan Elegant Scenery	Jinan	H/S	06/2009	61,502	100,217	1,127	1,126	100,181
Zhengzhou Commercial Plaza	Zhengzhou	H	06/2009	8,410	67,172	916	912	66,130
Total				770,958	1,591,132	16,404	16,335	1,582,621

Zhengzhou Central Garden (East and West). Zhengzhou Central Garden is located on Jinshui Road of Zhengdong District in Zhengzhou, near the central business district of Zhengzhou. The projects cover an aggregate area of 140,313 square meters and have an aggregate GFA of 355,590 square meters, of which 97,627 square meters are for multi layer buildings, 62,570 square meters are for sub-high-rise buildings, 181,789 square meters are for high-rise buildings and 13,604 square meters are for retail stores. The size of the units ranges from studios of approximately 39 square meters to luxury duplex units of approximately 175 square meters. We acquired the site in March 2005, commenced construction of Zhengzhou Central Garden (East) in November 2005, started pre-sales in December 2005 and delivered it in September 2007.

We commenced construction of Zhengzhou Central Garden (West) in December 2005, started pre-sales in January 2006 and delivered it in September 2007. All of the 3,420 saleable units of the projects have been sold.

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Jinan City Family. Jinan City Family is located on Zhangzhuang Road of Huaiyin District in Jinan. Jinan City Family covers a site area of 47,411 square meters and has a total GFA of 61,065 square meters, of which 60,256 square meters are for multi-layer buildings and 809 square meters are for retail stores. We acquired the site in August 2006, commenced construction of this project in October 2006 and delivered it in November 2007. As of December 31, 2009, we had sold 784 units out of 785 saleable units.

Suzhou Lake Splendid. Suzhou Lake Splendid is located on Tongda Road of Wuzhong District in Suzhou. Suzhou Lake Splendid covers a site area of 130,945 square meters and has a total GFA of 196,920 square meters, of which 98,704 square meters are for multi-layer buildings, 58,449 square meters are for sub-high-rise buildings, 35,800 square meters are for high-rise buildings and 3,967 square meters are for retail stores. We acquired the site in January 2007, commenced construction of this project in March 2007, and delivered it in January 2009. As of December 31, 2009, we had sold 2,307 units out of 2,315 saleable units.

Hefei Wangjiang Garden. Hefei Wangjiang Garden is located at Wangjiang Road of Baohe District in Hefei. Hefei Wangjiang Garden covers a site area of 51,939 square meters and has a total GFA of 145,455 square meters, of which 9,436 square meters are for multi-layer buildings, 135,157 square meters are for high-rise buildings and 859 square meters are for retail stores. We acquired the site in February 2007, commenced construction of this project in May 2007 and delivered it in April 2009. As of December 31, 2009, all of the 1,649 saleable units were sold.

Suzhou Colorful Garden. Suzhou Colorful Garden is located on Xihuan Road of Jinchang District in Suzhou. This project covers a site area of 41,365 square meters and has a total GFA of 80,474 square meters, which consists of 33,231 square meters of multi-layer buildings, 45,801 square meters of high-rise buildings and 1,442 square meters of retail stores. We acquired the site in January 2007, commenced construction of this project in June 2007 and delivered it in April 2009. As of December 31, 2009, we had sold 942 units out of 967 saleable units.

Jinan Elegant Scenery. Jinan Elegant Scenery is located on Autoplant Road East of Tianqiao District in Jinan. Jinan Elegant Scenery covers a site area of 61,502 square meters and has a total GFA of 100,217 square meters, of which 78,862 square meters are for sub-high-rise buildings, 15,763 square meters are for high-rise buildings, 5,120 square meters are for retail stores and 472 square meters are for basements. We acquired the site in December 2006, commenced construction of this project in December 2006 and delivered it in June 2009. As of December 31, 2009, we had sold 1,126 units out of 1,127 saleable units.

Zhengzhou Commercial Plaza. Zhengzhou Commercial Plaza is located on Jingsan Road of Jinshui District in Zhengzhou. Zhengzhou Commercial Plaza covers a site area of 8,410 square meters and has a total GFA of 67,172 square meters. This project consists of two high-rise buildings. One building with a total GFA of 27,367 square meters is purely for residential use. The other with a total GFA of 39,806 square meters is for both residential and commercial use. We acquired this site in 2004, commenced construction of this project in November 2006 and delivered it in June 2009. As of December 31, 2009, we had sold 912 units out of 916 saleable units.

Cancelled Projects

Zhengzhou Xinyuan Huating. Zhengzhou Xinyuan Huating is located on Funiu Road of Zhongyuan District in Zhengzhou. This project was cancelled in the fourth quarter of 2008 due to failure to resolve inconsistent plot ratios provided by different government agencies. 73.8% of the total paid up land premium of US\$15,963,565 was refunded in the first quarter of 2009; a full recovery of the land premium paid in 2007 and 2008 is expected.

Jiantou Xinyuan s Projects

As of December 31, 2009, Jiantou Xinyuan completed four projects, one project was under construction and one project was under planning. In addition, Jiantou Xinyuan owns a 52% interest in a company that has one completed project. The six projects are all located in Zhengzhou, with a total GFA of 759,997 square meters. The following table sets forth detailed information for each project.

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Project Name	Location	Type of Products	Construction Commencement Date	Pre-sale Commencement Date	Total Site Area (m ²)	Total GFA (m ²)	Total Units	Number of Units Sold	GFA Sold
Properties under construction									
Zhengzhou Yipin Xiangshan Phase I	Zhengzhou	M/S	04/2008	12/2009	57,289	93,944	979	562	39,318
Properties under planning									
Zhengzhou Yipin Xiangshan Phase II	Zhengzhou	M/S			81,145	194,177			
Completed Projects									
Zhengzhou International City Garden Phase I	Zhengzhou	M	03/2006	08/2007	64,370	107,439	1,560	1,560	
Zhengzhou International Plaza (1)	Zhengzhou	H	03/2007	01/2009	10,095	41,115	505	505	
Zhengzhou City Mansion	Zhengzhou	M/S	03/2007	05/2009	21,516	42,703	788	771	1,857
Zhengzhou International City Garden Phase II	Zhengzhou	H	07/2007	08/2009	96,240	280,619	3,693	3,675	13,307
Total					330,655	759,997	7,525	7,073	54,482

(1) Jiantou Xinyuan owns a 52% interest in the project company developing Zhengzhou International Plaza. The remaining 48% interest in that project company is owned by an independent third party.

We hold a 45% equity interest in Jiantou Xinyuan, with 50% held by Zhengzhou General Construction Investment Company and the remaining 5% held by Zhengzhou Jiantou Project Consulting Co., Ltd. Under the joint venture contract, we and the other partners agree to share the profits according to our respective equity interests in Jiantou Xinyuan. We and the other partners also extend loans to Jiantou Xinyuan at an interest rate comparable to bank lending rates for Jiantou Xinyuan's property development operations. On September 25, 2009, we, through our indirect wholly owned subsidiary Henan Xinyuan, entered into an Equity Transfer and Profit Distribution Agreement, or ETA, with Zhengzhou General Construction Investment Co., Ltd. and Zhengzhou Jiantou Engineering Co., Ltd., or, collectively, the Sellers, to purchase from the Sellers their 55% equity interest in Jiantou Xinyuan, or the 55% Equity. The purchase price for the 55% Equity is US\$4.2 million. As part of the transaction, Jiantou Xinyuan has made distributions of US\$26.7 million to the Sellers and has declared distributions of US\$21.8 million to Henan Xinyuan.

Pursuant to the ETA, the aggregate purchase price for the 55% Equity is approximately US\$4.2 million in cash. As the Sellers are state-owned enterprises, our proposed acquisition of the 55% Equity is deemed a transfer of state-owned assets. Under PRC laws and regulations governing transfers of state-owned assets, state-owned assets, including state-owned equity interests, are required to be sold or disposed through a public listing and auction process, unless a proposed sale or disposition has been exempted by the relevant authority. Under the ETA, the Sellers are responsible for obtaining any governmental approvals necessary for the transfer, including, if available, an exemption from the public listing and auction process. The Sellers have not obtained the exemption from the Zhengzhou municipal administration of state-owned assets, or Zhengzhou SASAC, for our acquisition of the 55% Equity. Accordingly, we anticipate that the Sellers will be required to complete their sale of the 55% Equity through the public listing and auction process. Due to the mandatory procedures and the uncertainties involved in the listing and auction process as well as the governmental approvals required prior to the commencement of such process, we cannot predict the exact timing that would be required to complete the process or assure you that we will actually be selected as the winning bidder for the 55% Equity in the listing and auction process. Any closing of the proposed acquisition of the 55% Equity pursuant to the ETA will be subject to customary closing conditions, including, in the absence of an exemption of the public listing and auction process, our being selected as the successful bidder in the public listing and auction process.

Zhengzhou Yipin Xiangshan Phase I. Zhengzhou Yipin Xiangshan Phase I is located on Yingcai street of Huiji District in Zhengzhou. This project covers a site area of 57,289 square meters, and has a total GFA of 93,944 square meters, of which 26,855 square meters are for multi-layer buildings, 61,603 square meters are for sub-high-rise buildings and 5,486 square meters are for retail stores. Jiantou Xinyuan acquired the site in December 2007, commenced construction of this project in April 2008, and started delivery in December 2009. This project, when completed, will consist of 979 units. Jiantou Xinyuan started pre-sales activities in July 2008, and as of December 31, 2009, 562 units had been sold.

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Zhengzhou Yipin Xiangshan Phase II. Zhengzhou Yipin Xiangshan Phase II is located on Yingcai street of Huiji District in Zhengzhou. Jiantou Xinyuan acquired the site in April 2008. Commencement of construction is not yet scheduled. This project will cover a site area of 81,145 square meters, have a total GFA of 194,177 square meters.

Zhengzhou International City Garden (Phase I). Zhengzhou International City Garden (Phase I) is located on Mianfang Road of Erqi District in Zhengzhou. This project covers a site area of 64,370 square meters and has a total GFA of 107,439 square meters. It contains 23 multi-layer buildings. Jiantou Xinyuan acquired the site in December 2005, commenced construction of this project in March 2006 and delivered it in January 2007. Pre-sales started in April 2006 and, as of December 31, 2009, all 1,560 saleable units had been sold.

Zhengzhou International Plaza(Phase I). Zhengzhou International Plaza is located on Jianshe Road of Zhongyuan District in Zhengzhou. This project covers a site area of 10,095 square meters and is expected to have a total GFA of 41,115 square meters. It comprised of 31,377 square meters of high-rise buildings and 9,738 square meters of retail stores. Jiantou Xinyuan acquired the site in November 2006, commenced construction in March 2007 and delivered it in January 2009. Jiantou Xinyuan started pre-sales in July 2007 and, as of December 31 2009, all 505 saleable units had been sold.

Zhengzhou City Mansion. Zhengzhou City Mansion is located on Tongbai Road of Zhongyuan District in Zhengzhou. It covers a site area of 21,516 square meters and has a total GFA of 42,703 square meters, of which 12,280 square meters consist of multi-layer buildings, 18,248 square meters consist of sub-high-rise buildings, and 12,175 square meters consist of retail stores. Jiantou Xinyuan acquired the site in November 2006, commenced construction in March 2007 and delivered it in May 2009. Jiantou Xinyuan started pre-sales for this project in May 2007 and, as of December 31, 2009, 771 saleable units had been sold.

Zhengzhou International City Garden (Phase II). Zhengzhou International City Garden (Phase II) is located on Mianfang Road of Erqi District in Zhengzhou. It covers a site area of 96,240 square meters and has a total GFA of 280,619 square meters, containing 17 high-rise buildings of 257,939 square meters and 22,680 square meters of retail stores. Jiantou Xinyuan acquired the site in December 2005, commenced construction in July 2007 and started delivery in August 2009. This project, when completed, will have 3,693 units. Pre-sales started in February 2008 and, as of December 31, 2009, 3,675 saleable units had been sold with a total GFA of 280,619.

Our Property Development Operations

We have a systematic and standardized process to project development, which we implement through several well-defined phases. A significant portion of our process is dedicated to land acquisition, which is segmented into three stages: (i) opportunity identification, (ii) initial planning and budgeting and (iii) land acquisition. The following diagram sets forth the key stages of our property development process.

Opportunity Identification

The first stage of our development process involves the identification of new opportunities for forthcoming land auctions in our selected Tier II cities around China. Our Land Development Department prepares a strategic plan that specifies our future project development plans and land acquisition requirements. They also conduct in-depth demographic and market research regarding our selected Tier II cities. We have formulated a set of criteria in selecting suitable Tier II cities to expand our operations based on certain indicators, including, among others:

population and urbanization growth rate;

general economic condition and growth rate;

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disposable income and purchasing power of resident consumers;

anticipated demand for private residential properties;

availability of future land supply and land prices;

governmental urban planning and development policies; and

overall competitive landscape.

Once a Tier II city has been identified as meeting our selection criteria, we research for forthcoming land auctions in the identified city and conduct preliminary analysis on whether a given auction opportunity will meet our project development plans, land acquisition requirements and pre-set investment return criteria. We also conduct in-depth demographic and market research regarding the specific region in which the land site is located.

Initial Planning and Budgeting

Once a forthcoming land auction has been identified, our Land Development Department will conduct a feasibility study based on our collected data as well as preliminary design and pre-planning of the proposed development project on the land site. We will also budget costs and financial requirements for the proposed project to identify whether the land site is suitable for our requirements.

The key factors we consider in land site selection are:

site area and suitability;

location within the city;

neighboring environment and amenities;

existing or planned infrastructure;

announced government planning for the vicinity; and

projected cost, investment and financial return ratios.

We evaluate projects through a rigorous planning and approval process. We consider detailed input from each of our Land Development Department, Budget-Planning-Design Department, Operations Department and Financial Department. The proposed project, once vetted and approved by various departments, will be submitted to our Chief Financial Officer and Chief Executive Officer and, thereafter, to a project committee established by our board of directors, for approval.

The flow of initial planning includes, among other things, strategic planning, market investigation and analysis, feasibility study, preliminary design, cost and profit projection and investment approval. In particular, our initial planning includes the engagement of external local design firms to draw up preliminary designs for our proposed projects. In addition, before making any decision to bid for land, we project the financial and cost control metrics for the proposed projects based on studies of market statistics and other relevant information, and select only those

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projects that satisfy pre-determined benchmarks.

Land Acquisition

Once we receive approval for a proposed project, we will proceed to bid for the land site. Although we acquire land for development primarily through the governmental auction process, if opportunities arise, we will also consider obtaining land use rights from third parties through negotiation, acquisition of entities, co-development or other joint venture arrangements.

As of December 31, 2009, we had a total GFA of 1,389,332 square meters for property projects under construction and a total GFA of 1,498,389 square meters for property projects under planning. We continually seek attractive opportunities to acquire development sites which meet our selection criteria.

Project Planning and Design

Our project planning and design process includes concept and architectural design, construction and engineering design, budgeting, financial analysis and projections as well as arranging for financing. We believe careful planning is essential to control costs, quality and timing of our projects.

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We outsource our design work to reputable third-party design firms. Our planning and development team, with 75 employees as of December 31, 2009, works closely with project managers as well as our external designers and architects to ensure that our designs comply with PRC laws and regulations, and meet our design and other project objectives. Our senior management is also actively involved in the whole process, especially in the master planning and architectural design of our projects. We use our enterprise resource planning systems to conduct preliminary planning and scheduling for each stage of the development project, including planning our outsourcing requirements for the project construction stage.

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We seek to create a comfortable and convenient middle-class lifestyle concept in our projects by incorporating certain design features, such as landscaped environments. In determining the architectural designs of our projects, we consider the proposed type of products to be developed as well as the surrounding environment and neighborhood.

In selecting external design firms, we consider, among other things, their reputation for reliability and quality, their track record with us, the design proposed and the price quoted. Design firms can participate in the tender process by our invitation only. Our planning and design team monitors the progress and quality of the design firms to ensure that they meet our requirements.

We also begin arranging financing for a project at this stage. We typically finance our property developments through a combination of internal funds, pre-sale proceeds and bank loans. The loans are negotiated with the local branches of national commercial banks. A substantial majority of our bank loans are secured by our assets, including the land to be developed.

Project Construction and Management

We outsource substantially all of our construction work to independent construction companies which are selected through our invitation to tender bids for the project. We conduct a small portion of our construction work on our own, including fixture installation and gardening and landscaping. We provide landscaping and intercom systems installation services through our subsidiaries, Zhengzhou Mingyuan Landscape Engineering Co., Ltd. and Zhengzhou Xinyuan Computer Network Engineering Co., Ltd. We generally hire more than one contractor for each of our projects, with each contractor responsible for a designated portion of the project on a turnkey basis. We have established a selection procedure in order to ensure compliance with our quality and workmanship standards. We take into account the construction companies professional qualifications, reputation, track record, past cooperation with our project companies and financial condition and resources when inviting candidates to bid. We also review the qualifications and performance of our construction contractors on an annual basis. We closely supervise and manage the entire project construction process, utilizing our enterprise resource planning systems to monitor and analyze information regarding the process on a real-time basis. We collect information throughout the development cycle on the entire project, including information from our third-party contractors, to avoid unanticipated delays and cost overruns.

Our construction contracts typically provide for fixed or capped payments, subject to adjustments for some types of excess, such as design changes during construction or changes in government-suggested steel prices. The contractors are typically responsible for procuring the necessary raw materials, as well as providing engineering and construction services. We procure certain ancillary fixtures for installation, such as elevators, windows and entrance doors. For our purchases of such fixtures, we use a centralized procurement process to help increase our negotiating power and lower our unit costs. Our major suppliers are suppliers of power distribution boxes, elevators, plastic-steel windows, doors and heat sinks. We maintain good relationships with our suppliers and have not encountered any significant supply shortages or disruptions in the past.

Pre-Sales, Sales and Marketing

Like other developers, we pre-sell properties prior to the completion of their construction. Under PRC pre-sales regulations, property developers must satisfy specific conditions before they can pre-sell their properties under construction. These mandatory conditions include:

the land premium must have been paid in full;

the land use rights certificate, the construction site planning permit, the construction work planning permit and the construction permit must have been obtained;

at least 25% of the total project development cost must have been incurred;

the progress and the expected completion and delivery date of the construction must be fixed;

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the pre-sale permit must have been obtained; and

certain milestones in the construction processes specified by the local government authorities must have been completed.

These mandatory conditions are designed to require a certain level of capital expenditure and substantial progress in project construction before the commencement of pre-sales. Generally, the local governments also require developers and property purchasers to use standard pre-sale contracts prepared under the auspices of the government. Developers are required to file all pre-sale contracts with local land bureaus and real estate administrations after entering into such contracts.

As of December 31, 2009, we maintain a marketing and sales force for our development projects with 60 personnel specializing in marketing and sales. We use outside sales agencies for all of our projects.

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Our marketing and sales teams work closely with each other and with our external sales agents to survey the demographics for a particular project area to determine the appropriate advertising, promotion, and selling plans for that project. We develop customer awareness through our marketing and promotion efforts and through referrals from satisfied customers. A sales team at each project is responsible for following through on the entire sales process including setting monthly sales targets, controlling prices, implementing special promotions, monitoring external sales agency performance, and processing customer feedback.

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We utilize our customer relationship management system to track customer profiles and sales to forecast future individual requirements and general demand for our products. This allows us to have real-time information on the status of individual customer transactions and the availability of product types for each project, and to anticipate the product preferences of current and future customers.

We use various advertising media to market our property developments, including newspapers, magazines, television, radio, e-marketing and outdoor billboards. We also participate in real estate exhibitions to enhance our brand name and promote our property developments.

Most of our customers purchase our properties using mortgage financing. Under current PRC law, the minimum down payment is 30% of the total purchase price for the purchase of the first self-use residential unit with total GFA of 90 square meters or more on all existing units and those yet to be completed, and a down payment of 20% on the first residential units for self use with total GFA of under 90 square meters. The loan-to-value of the mortgage loan is also subject to change according to the economic policies of the central and local governments and banks in China.

A typical sales transaction in which a portion of the purchase price is financed by a mortgage loan consists of three steps. First, the customer pays a deposit to us. Within seven days after paying the deposit, the customer will sign a purchase contract with us and make down payment to us in cash. After making the down payment, the customer arranges for a mortgage loan for the balance of the purchase price. Once the loan is approved, the mortgage loan proceeds are paid to us directly by the bank. Finally, we deliver the property to the customer. Legal title, as evidenced by a property ownership certificate issued by local land and construction bureaus, may not pass for a period of six to twelve months following delivery and acceptance.

As is customary in the property industry in China, we provide guarantees to mortgagee banks in respect of the mortgage loans provided to the purchasers of our properties up until completion of the registration of the mortgage with the relevant mortgage registration authorities. Guarantees for mortgages on residential properties are typically discharged when the individual property ownership certificates are issued. In our experience, the issuance of the individual property ownership certificates typically takes six to twelve months, so our mortgage guarantees typically remain outstanding for up to twelve months after we deliver the underlying property.

If a purchaser defaults under the loan while our guarantee is in effect, and we repay all debt owed by the purchaser to the mortgagee bank, the mortgagee bank must assign its rights under the loan to us. We are entitled to full recourse to the property after the registration of the mortgage. In line with what we believe is industry practice, we do not conduct independent credit checks on our customers but rely on the credit checks conducted by the mortgagee banks. As of December 31, 2007, 2008 and 2009, we guaranteed mortgage loans in the aggregate outstanding amounts US\$209.6 million, US\$384.0 million and US\$509.2 million, respectively.

After-sale Services and Delivery

We assist customers in arranging for and providing information relating to financing. We also assist our customers in various title registration procedures relating to their properties, and we have set up an ownership certificate team to assist purchasers to obtain their property ownership certificates. We offer various communication channels to customers to provide their feedback about our products or services. We also cooperate with property management companies that manage our properties and ancillary facilities, such as schools and clubhouses, to handle customer feedback.

We endeavor to deliver the units to our customers on a timely basis. We closely monitor the progress of construction of our property projects and conduct pre-delivery property inspections to ensure timely delivery. The time frame for delivery is set out in the sale and purchase agreements entered into with our customers, and we are subject to penalty payments to the purchasers for any delay in delivery caused by us. Once a property development has been completed, has passed the requisite government inspections and is ready for delivery, we will notify our customers and hand over keys and possession of the properties.

To ensure quality property management, we provide property management services to purchasers until they have become statutorily entitled to elect their own property management companies. As of the date of this annual report, owners of all of our developments who have become statutorily entitled to elect their property management companies have continued to choose us to manage their properties.

Our property management services include security, landscaping, building management and management of public facilities and equipment, and additional services, such as cultural activities, housekeeping and repair. We are currently managing approximately 3,000,000 square meters, comprising more than 30,000 residential units.

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Our Leased Properties and Real Estate Related Services

Ancillary to our property development operations, we also lease certain properties, including an elementary school, a basement, three clubhouses, five kindergartens and parking facilities. The rental income of our lease operations represented 0.1%, 0.1% and 0.1%, respectively, of our revenues for the years ended December 31, 2007, 2008 and 2009.

We also provide property management services and other real estate related services such as landscaping and installing intercom systems, through three of our subsidiaries, Henan Xinyuan Property Management Co., Ltd., Zhengzhou Mingyuan Landscape Engineering Co., Ltd. and Zhengzhou Xinyuan Computer Network Engineering Co., Ltd. Prior to 2009, we also provided real estate agency services through our subsidiary, Henan Xinyuan Real Estate Agency Co., Ltd., which we liquidated at the beginning of 2009. For the years ended December 31, 2007, 2008 and 2009, revenues from our real estate related services represented 1.2%, 1.1% and 1.6% of our total revenues for those periods, respectively.

Quality Control

We emphasize quality control to ensure that our buildings and residential units meet our standards and provide high quality service. We select only experienced design and construction companies. We provide customers with warranties covering the building structure and certain fittings and facilities of our property developments in accordance with the relevant regulations. To ensure construction quality, our construction contracts contain quality warranties and penalty provisions for poor work quality. In the event of delay or poor work quality, the contractor may be required to pay pre-agreed damages under our construction contracts. Our construction contracts do not allow our contractors to subcontract or transfer their contractual arrangements with us to third parties. We typically withhold 5% of the agreed construction fees for two to five years after completion of the construction as a deposit to guarantee quality, which provides us assurance for our contractors' work quality.

Our contractors are also subject to our quality control procedures, including examination of materials and supplies, on-site inspection and production of progress reports. We require our contractors to comply with relevant PRC laws and regulations, as well as our own standards and specifications. Despite the turnkey nature of the construction contracts, we closely monitor the construction work for quality, timing and cost control reasons. Our project construction management team consists of 108 employees as of December 31, 2009, all of whom are professionally qualified civil engineers or surveyors and are responsible for supervising and managing the construction costs, construction schedule and quality of the construction work. We set up a profile for each and every unit constructed and monitor the quality of such unit throughout its construction period until its delivery. We also employ independent surveyors to supervise the construction progress. In addition, the construction of real estate projects is regularly inspected and supervised by PRC governmental authorities.

Competition

The real estate industry in China is highly competitive. In the Tier II cities we focus on, the markets are relatively more fragmented than Tier I cities. We compete primarily with local and regional property developers, but an increasing number of large national property developers have also started to enter these markets. Competitive factors include the geographical location of the projects, the types of products offered, brand recognition, price, design and quality. See Item 3. Key Information D. Risk Factors Risk Relating to the Residential Property Industry in China We face intense competition from other real estate developers. In the Tier II cities in which we operate, our major competitors include China Overseas Property Ltd., China Vanke Co., Ltd., Sunshine 100, China Resources Land Limited, Henan Zhengshang Real Estate Co., Ltd., Henan New Greatwall Real Estate Co., Ltd. and Longhu Real Estate Co., Ltd.

Intellectual Property Rights

We rely on a combination of trademarks, service marks, domain name registrations, copyright protection and contractual restrictions to establish and protect our brand name and logos, marketing designs and internet domain names.

We have registered the trademark of [redacted] and the associated logo for the real estate related service in the PRC. We have also applied the same trademark for other goods and services directly or indirectly related to our business operations, to strengthen the protection of our trademark and brand. All these trademark applications are pending examination and approval. We have also registered the Internet domain name www.xyre.com and other related domain names.

In the PRC, the registration and protection of a company's corporate name is regional and limited to its related industry. Although we have registered our corporate name Xinyuan in the provinces where we operate, we cannot prevent others from registering the same corporate name in other provinces or in other industries. If a company first registers Xinyuan as its corporate name in a province other than Henan Province, Shandong Province, Jiangsu Province, Anhui Province and Sichuan Provinces or in another industry, we will have to adopt another corporate

name if we plan to enter that market or industry.

Table of Contents*Insurance*

We do not maintain insurance policies for properties that we have delivered to our customers, nor do we maintain insurance coverage against potential losses or damages with respect to our properties before their delivery to customers. In addition, our contractors typically do not maintain insurance coverage on our properties under construction. We believe that third-party contractors should bear liabilities from tortious acts or other personal injuries on our project sites, and we do not maintain insurance coverage against such liabilities. There are certain types of losses, such as losses from natural disasters, terrorist attacks, construction delays and business interruptions, for which insurance is either not available or not available at a reasonable cost. We believe our practice is consistent with the customary industry practice in China.

Environmental Matters

As a developer of property in the PRC, we are subject to various environmental laws and regulations set by the PRC national, provincial and municipal governments. These include regulations on air pollution, noise emissions, as well as water and waste discharge. We in the past have never been required to pay any penalties associated with the breach of any such laws and regulations. Compliance with existing environmental laws and regulations has not had a material adverse effect on our financial condition and results of operations, and we do not believe it will have such an impact in the future.

Our projects are normally required to undergo an environmental impact assessment by government-appointed third parties, and a report of such assessment needs to be submitted to the relevant environmental authorities in order to obtain their approval before commencing construction. Upon completion of each project, the relevant environmental authorities inspect the site to ensure the applicable environmental standards have been complied with, and the resulting report is presented together with other specified documents to the relevant construction administration authorities for their approval and record. Approval from the environmental authorities of such report is required before we can deliver our completed work to our customers. In the past, we have not experienced any difficulties in obtaining those approvals for commencement of construction and delivery of completed projects. However, we cannot assure you that we will not experience any difficulties in the future. See Item 4. Information on the Company B. Business Overview Regulation Regulations on Environmental Protection in Construction Projects.

Employees

As of December 31, 2009, we had 482 full time employees. The following table sets forth the number of our full time employees categorized by function as of the period indicated:

	As of December 31, 2007	As of December 31, 2008	As of December 31, 2009
Management	19	20	18
Finance	69	78	70
Planning and development	90	99	75
Project construction management	155	161	108
Sales and marketing	171	132	60
Property management	32	57	53
Administrative and human resources	89	90	90
Legal and audit	8	8	8
Total	633	645	482

During the year ended December 31, 2009, our subsidiary, Henan Xinyuan Property Management Co., Ltd., also hired approximately 1,213 temporary employees, most of whom provided security and housekeeping services relating to property management.

As required by PRC regulations, we participate in various employee benefit plans that are organized by municipal and provincial governments, including housing funds, pension, medical and unemployment benefit plans. We are required under PRC law to make contributions to the employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of our employees, up to a maximum amount specified by the respective local government authorities where we operate our businesses from time to time. Members of the retirement plan are entitled to a pension equal to a fixed proportion of the salary prevailing at the member's retirement date. The total amount of contributions we made to employee benefit plans for the years ended December 31, 2007, 2008 and 2009 was US\$1,476,405, US\$2,062,315 and US\$935,791, respectively.

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On August 11, 2007, we granted share options awards for an aggregate of 6,802,495 common shares to our directors, employees, consultants and employees of our equity investee. On November 5, 2007, we granted options for an aggregate of 2,441,844 common shares to our directors, management, key employees and employees of our equity investee. On July 1, 2008, we granted share option awards for an aggregate of 360,000 common shares to our employees. On March 31, 2009, we granted a share option award of 500,000 common shares to one employee. In August 2009, we granted a share option award of 100,000 common shares to one employee.

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We have entered into non-competition agreements with our management and key personnel, which prohibit them from engaging in any activities that compete with our business during, and for one or two years after, the period of their employment with our company. We have also entered into confidentiality agreements with all of our employees.

We offer training programs for our employees, third-party contractors and outsourced employees. We sponsor senior managers for executive MBA programs and other senior employees for part-time non-degree MBA courses at top universities in China. We also invite industry experts to give lectures to our employees and provide training to our third-party contractors.

We have not been subjected to any strikes or other labor disturbances that have interfered with our operations, and we believe that we have a good relationship with our employees. Our employees are not covered by any collective bargaining agreement.

Regulation

The PRC government regulates the real estate industry. This section summarizes the principal PRC regulations relating to our business.

We operate our business in China under a legal regime consisting of the National People's Congress, State Council, which is the highest authority of the executive branch of the PRC central government, and several ministries and agencies under its authority, including the MOHURD, MLR, the MOFCOM, the NDRC, the SAIC, and the SAFE, and their respective authorized local counterparts.

Regulations on Land

The *Law of the PRC on Land Administration*, promulgated on June 25, 1986 and amended on August 28, 2004 by the Standing Committee of National People's Congress, distinguishes between the ownership of land and the right to use land. All land in the PRC is either state-owned or collectively-owned, depending on location. Generally, land in urban areas within a city or town is state-owned, and all land in the rural areas of a city or town and all rural land, unless otherwise specified by law, are collectively-owned.

Although all land in the PRC is owned by the governments or by the collectives, private individuals and businesses are permitted to hold, lease and develop land for a specified term without ever owning the land, the duration of which depends on the use purpose of the land. These rights to use land are termed land use rights.

Under the *Interim Regulations of the PRC on Grant and Transfer of the Right to Use State-owned Land in Urban Areas*, promulgated on and effective as of May 19, 1990 by the State Council, enterprises, companies and other organizations who intend to hold, lease and develop the land, or Land Users, pay a premium to the government as consideration for the grant of the land use rights on terms of use prescribed by the government, and a Land User may transfer, lease and mortgage or otherwise commercially exploit the land use rights within such terms of use.

The land administration authority enters into a contract with the Land User for grant of the land use rights. The Land User pays the grant premium as stipulated in the grant contract. After paying the grant premium in full, the Land User registers with the land administration authority and obtains a land use rights certificate. The certificate evidences the acquisition of the land use rights.

The *Regulations on the Grant of State-Owned Construction Land Use Rights through Competitive Bidding, Auction and Listing-for-Sale* (formerly known as the *Regulation on the Grant of State-Owned Land Use Rights through Competitive Bidding, Auction and Listing-for-Sale*), promulgated by the MLR on May 9, 2002 and amended on September 21, 2007, provides that the land for industrial use (except for mining), commercial use, tourism, entertainment and commodity housing development is granted by way of competitive bidding, public auction or listing-for-sale. The land use rights are granted to the bidder with the highest bid/tender in accordance with the terms and conditions of the bid/tender, or to the bidder who can best fulfill the comprehensive evaluation standards of the bid. The successful bidder/tender will then enter into a grant contract with the local land administration authority. Only after the successful bidder/tender has paid the land premium in full under the land grant contract, can the successful bidder/tender apply for the land registration and obtain the land use right certificate.

Under the *Urgent Notice of Further Strengthening the Administration of the Land*, issued by the MLR on May 30, 2006, the land administration authority is required to rigidly implement the model contract of the state-owned land use rights grant contract and model contract of the state-owned land use rights grant supplementary agreement (for trial implementation) jointly promulgated by the MLR and the SAIC. The requirements of planning, construction and land use, such as the restriction of the dwelling size, plot ratio and the time limit for commencement and completion, should be ascertained and are generally agreed to in the land use rights grant contract.

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The *Property Law of the PRC*, promulgated on March 16, 2007 and effective as of October 1, 2007, further clarified land use rights in the PRC with the following rules:

the land use rights for residence will be automatically renewed upon expiry;

the car parks and garages within the building area planned for vehicle parks must be used to meet the needs of the owners who live in the building first;

the construction of buildings must abide by relevant laws and regulations with regard to the construction planning and may not affect the ventilation of or lighting to the neighboring buildings; and

where the land use rights for construction use are transferred, exchanged, used as a capital contribution, donated to others or mortgaged, an application for modification registration must be filed with the registration department.

Pursuant to the *Notice on Further Strengthening the Administration of the Costs and Revenues Associated with Land Grant*, jointly issued by the Ministry of Finance, the MLR, the PBOC, the Ministry of Supervision and the National Audit Office on November 18, 2009, all payments for land use rights paid for through installments must be made in full within 1 year. In certain circumstances the payment term may be extended to two years upon the approval of the competent authorities. In addition, the initial installment payment may not be less than 50% of the overall amount owed for the land use rights.

Local Regulations on Land

The *Measures for Implementation of Land Administration Law of Henan Province*, promulgated on September 24, 1999 and amended on November 26, 2004, provides that the entities obtaining state-owned land use rights by means of grant and other means of valuable consideration may use the land only after paying the required consideration, such as the grant premium, and other relevant fees.

The *Land Administration Regulations of Jiangsu Province*, promulgated on October 17, 2000 and amended on April 16, 2004, provides that the grant premium of state-owned land use rights must not be less than the lowest price fixed by the provincial government. The specific procedures and measures concerning the grant, bid invitation, auction and grant of state-owned land use rights are subject to the regulations of the provincial people's government.

The *Measures on the Grant of State-Owned Land Use Rights through Competitive Bidding, Auction and Listing-for-Sale of Jiangsu Province*, promulgated on May 19, 2003 and effective as of July 1, 2003, provides that the land price for grant of state-owned land use rights by means of competitive bidding, auction and listing-for-sale will be fixed by the local land authority after an institution qualified for land valuation has carried out the valuation according to the technical guidelines issued by the central and provincial governments.

The *Measures of Anhui Province for Implementation of the Land Administration Law*, promulgated on December 20, 1987 and amended on June 26, 2004, provides that the grant, capital contribution, transfer and mortgage of state-owned land use rights involving land price valuation will be evaluated by an institution qualified for land valuation and report to the relevant land administration for filing.

Regulations on Establishment of a Real Estate Development Enterprise

Pursuant to the *Law of the PRC on Administration of Urban Real Estate*, or Urban Real Estate Law, promulgated by the Standing Committee of the National People's Congress on July 5, 1994 and amended on August 30, 2007, a developer is defined as an enterprise which engages in the development and sale of real estate for the purposes of making profits.

Under the *Regulations on Administration of Development of Urban Real Estate*, or Development Regulation, promulgated by the State Council on and effective as of July 20, 1998, a real estate development enterprise must satisfy the following requirements:

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has a registered capital of not less than RMB1 million; and

has four or more full time professional real estate/construction technicians and two or more full time accounting officers, each of whom must hold the relevant qualifications.

The Development Regulations also allow people's governments of the provinces, autonomous regions and/or municipalities directly under the central government to impose more stringent requirements regarding the registered capital and qualifications of professional personnel of a real estate development enterprise according to the local circumstances.

To establish a real estate development enterprise, the developer is required to apply for registration with the department of administration of industry and commerce. The developer must also report its establishment to the real estate administration authority in the location of the registration authority within 30 days upon receipt of its business license.

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Xinyuan (China) Real Estate, Ltd., Henan Xinyuan Real Estate Co., Ltd., Suzhou Xinyuan Real Estate Development Co., Ltd., Henan Wanzhong Real Estate Co., Ltd., Shandong Xinyuan Real Estate Co., Ltd., Qingdao Xinyuan Real Estate Co., Ltd., Anhui Xinyuan Real Estate Co., Ltd., Xinyuan Real Estate (Chengdu) Co., Ltd., Zhengzhou Jiantou Xinyuan Real Estate Co., Ltd., Beijing Xinyuan Wanzhong Real Estate Co., Ltd., Kunshan Xinyuan Real Estate Co., Ltd., Henan Jiye Real Estate Co., Ltd. and Xuzhou Xinyuan Real Estate Co., Ltd. are registered as real estate development enterprises.

Local Regulations on Establishment of a Real Estate Development Enterprise

Under the *Regulations on Administration of Development of Urban Real Estate of Henan Province* promulgated on May 31, 2002 by the Standing Committee of Henan People's Congress and amended on January 24, 2005, a real estate development enterprise must satisfy the following requirements:

has a registered capital of not less than RMB2 million; and

has five or more full time professional real estate/construction technicians and two or more full time accounting officers, each of whom must hold the required qualifications.

Regulations on Foreign Invested Real Estate Enterprise

Industrial Restriction

Under the *Catalogue of Industries for Guiding Foreign Investment*, promulgated on October 31, 2007 jointly by the MOFCOM and the NDRC and effective as of December 1, 2007, the development of a whole land lot which is to be operated only by sino-foreign equity joint ventures or co-operative joint ventures, the construction and operation of high-end hotels, villas, premium office buildings, international conference centers and large-scale scheme parks, and the real estate intermediary services and second transaction market fall within the category under which foreign investment is restricted. The construction and operation of golf courses falls within the category under which foreign investment is forbidden. The development and construction of ordinary residential properties was removed from the encouraged category of investments and, together with other types of real estate-related business, is not specifically mentioned in the catalogue. We have been advised by our PRC counsel that this means that they continue to be permitted by the MOFCOM and the NDRC.

Xinyuan (China) Real Estate, Ltd. is a wholly foreign owned enterprise and targets the development of ordinary residential properties in which foreign investment is permitted.

Circular No. 171

Considering the increasing foreign investment in the real estate industry in recent years, the MOHURD, the MOFCOM, the NDRC, the PBOC, the SAIC, and the SAFE jointly promulgated the *Opinions on Regulating the Entry and Administration of Foreign Investment in the Real Estate Market*, or Circular No. 171, on July 11, 2006, which may impact foreign investment in the real estate industry in the following areas:

Circular No. 171 requires a foreign invested real estate enterprise, or FIREE, with total investments equating to or exceeding US\$10 million to have a registered capital consisting of no less than 50% of its total amount of investment. FIREEs with total investments below US\$10 million must have a registered capital in amounts pursuant to and consistent with existing regulations.

The ratio of registered capital and total investment of Xinyuan (China) Real Estate, Ltd. meets such requirement.

Upon payment of the land use rights grant premium, the FIREE can apply to the land administration authority for a land use rights certificate. Upon obtaining the land use rights certificate, an FIREE may then obtain a recertification of its existing Foreign Invested Enterprises Approval Certificate, or FIEAC, and the Business License, with the same validity period as that of such land use rights certificate; following which, the FIREE may apply to the tax administration for tax registration purposes.

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The valid terms on the FIEAC and Business License of Xinyuan (China) Real Estate, Ltd. are 10 years.

When a foreign investor merges with a domestic real estate enterprise, or acquires an FIEE's equity or project, the investor is required to submit a guarantee which ensures the compliance with the provisions of the land use rights grant contract, construction site planning permit and construction work planning permit, and the land use rights certificate, and the modification certification issued by the construction authorities, and the tax payments certification issued by the relevant tax authorities.

foreign investors which merge with domestic real estate development enterprises by share transfers or other methods, or which acquire the equity of a PRC party in joint venture enterprises, must allocate their employees appropriately, deal with bank debts and settle the lump sum payment of the transfer price through self-owned funds. However, a foreign investor with an unfavorable record may not be allowed to conduct any of the aforesaid activities.

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FIREEs which have not paid up their registered capital fully, or have failed to obtain a land use rights certificate, or which have under 35% of the total capital required for the project, will not be allowed to obtain a loan in or outside China, and foreign exchange administration departments will not approve any settlement of foreign loans by such enterprises.

any sino or foreign investors in an FIREE may not guarantee fixed profit returns or provide other arrangements to the same effect for any party in any form.

Circular No. 50

On May 23, 2007, the MOFCOM and the SAFE issued the Notice on *Further Strengthening and Standardizing the Approval and Administration of Foreign Direct Investments in Real Estate Enterprises*, or Circular No. 50, which will have a significant impact on foreign investments in the PRC real estate sector. Some of the key developments in this area are as follows:

the local governments/authorities that approve FIREE establishments are now required to file such approvals with the MOFCOM;

prior to establishing a FIREE, foreign investors are required to obtain land use rights or the ownership of a real estate project, or the investor should have entered into an indicative land grant contract or indicative project purchase agreement with the land administrative department, developer of the land or owner of the property;

the practice of allowing foreign investors taking over local project companies by way of roundtrip investment is strictly controlled; and

a foreign invested enterprise that intends to engage in real estate development, or an existing FIREE which intends to undertake a new real estate development project, must first apply to the relevant authorities for such business scope and scale expansion in accordance with laws and regulations on foreign investments.

Circular No. 130

On July 10, 2007, the SAFE promulgated the *Notice on Publicity of the List of the 1st Group of Foreign Invested Real Estate Projects Filed with the MOFCOM*, which is a strict embodiment and application of Circular No. 50, under which some notices will have a significant impact on offshore financings of FIREEs. Some of the key developments in this area are as follows:

an FIREE which has obtained an FIEAC (including new establishment and registered capital increase) and filed with the MOFCOM after June 1, 2007 may not incur foreign debt or convert loans in foreign currency into RMB; and

an FIREE which obtains an FIEAC after June 1, 2007 but fails to file with the MOFCOM after June 1, 2007, may not conduct a foreign exchange registration nor a foreign exchange conversion of its registered capital.

Circular No. 23

Under the *Circular on Properly Conducting Filing for the Record for Foreign Investment in the Real Property Sector*, or Circular No. 23, promulgated by the MOFCOM on June 18, 2008 and effective as of July 1, 2008, the MOFCOM delegated to its provincial branches the review of filing records in relation to FIREE s establishment, capital increase, equity transfer, merger and acquisition, etc. Under Circular No. 23, the local branches of the MOFCOM submit all the application documents that were previously required to be filed with the MOFCOM to the aforesaid provincial branches of the MOFCOM for review. Within five days of receipt of the MOFCOM s request, the provincial branches of the MOFCOM that have reviewed such filings must submit all of the aforementioned materials to the MOFCOM.

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Notwithstanding the above, Circular No. 23 does not de-regulate the Chinese real estate market. The previous material requirements for granting approval under Circular No. 171 and Circular No. 50 still apply.

Regulations on Qualifications of Developer

Under the *Rules on the Administration of Qualifications of Real Estate Developers* promulgated on March 29, 2000 by the MOHURD and effective as of March 29, 2000, a developer must apply for registration of its qualifications. An enterprise may not engage in the development and sale of real estate without a qualification classification certificate for real estate development.

In accordance with the above rules, developers are classified into four classes: class I, class II, class III and class IV. A developer that passes the qualification examination will be issued a qualification certificate of the relevant class by the relevant construction authority.

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A developer of any qualification classification may only engage in the development and sale of real estate within its approved scope of business and may not engage in business of another classification. A class I developer is not restricted as to the scale of the real estate projects to be developed and may undertake real estate development projects anywhere in the country. A developer of class II or lower may only undertake projects with a gross area of less than 250,000 square meters and the specific scope of business must be as confirmed by the local construction authority.

Under the Development Regulations, real estate administration authorities examine all applications for the registration of the qualifications of a developer when it reports its establishment, by considering its assets, professional personnel and business results. A developer may only undertake real estate development projects in compliance with the approved qualification registration.

After a newly established developer reports its establishment to the real estate administration authority, the latter will issue a temporary Qualification Certificate to the eligible developer within 30 days of its receipt of the above report. The developer must apply for the qualification classification by the real estate administration authority within one month before expiry of the temporary Qualification Certificate.

Local Regulations on Qualifications of Developer

The *Regulations on Administration of Development of Urban Real Estate of Henan Province* provides the following:

a class I developer is not restricted as to the scale of the real estate development projects it may undertake and may undertake real estate development projects anywhere in the PRC;

a class II developer may undertake projects with a gross area of less than 250,000 square meters;

a class III developer may undertake projects with a gross area of less than 100,000 square meters;

a class IV developer may undertake projects with a gross area of less than 30,000 square meters; and

a developer with temporary qualification may undertake relevant projects in accordance with its certificate.

The *Rules on the Administration of Qualifications of Real Estate Developers of Shandong Province* promulgated on March 8, 2005 provides the following:

a class I developer is not restricted as to the scale of the real estate development projects it may undertake and may undertake real estate development projects anywhere in the PRC;

a class II developer may undertake projects with a gross area of less than 250,000 square meters anywhere in the province;

a class III developer may undertake projects with a gross area of less than 150,000 square meters anywhere in the province;

a class IV developer may undertake projects with a gross area of less than 100,000 square meters in the city where it is located; and

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a developer with temporary qualification may undertake relevant projects complying with its actual conditions such as registered capital and personnel in the city where it is located.

Henan Xinyuan Real Estate Co., Ltd. is classified as a class I developer. Xinyuan (China) Real Estate, Ltd. is classified as a class II developer.

Shandong Xinyuan Real Estate Co., Ltd. and Xinyuan Real Estate (Chengdu) Co., Ltd. are classified as class III developers. The following companies i.e., Suzhou Xinyuan Real Estate Development Co., Ltd., Anhui Xinyuan Real Estate Co., Ltd., Kunshan Xinyuan Real Estate Co.,

Ltd. and Xuzhou Xinyuan Real Estate Co., Ltd., either hold a valid temporary qualification or are applying for a formal qualification or extension of the expired temporary qualification. In addition, Henan Jiye Real Estate Co., Ltd., a newly established company, is currently applying for a temporary qualification for the first time.

Regulations on Development of a Real Estate Project

Commencement of a Real Estate Project and the Idle Land

Under the Urban Real Estate Law, those who have obtained the land use rights through grant must develop the land in accordance with the terms of use and within the period of commencement prescribed in the contract for the land use rights grant.

According to the *Measures on Disposing Idle Land* promulgated by the MLR and enforced on effective as of April 28, 1999, with regards to the land for a real estate project which is obtained by grant and is within the scope of city planning, if the construction work has not been commenced within one year upon the commencement date as set forth in the land use rights grant contract, a surcharge on idle land equivalent to less than 20% of the grant premium may be levied; if the construction work has not been commenced within two years, the land can be confiscated without any compensation, unless the delay is caused by force majeure, or the acts of government or acts of other relevant departments under the government, or by indispensable preliminary work.

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Planning of a Real Estate Project

The *Law of the PRC on Urban and Rural Planning*, promulgated by the National People's Congress on October 28, 2007 and effective as of January 1, 2008, replacing the previous *City Planning Law* of the PRC, provides that a developer who has obtained land use rights by grant must, after obtaining approval for a construction project and signing a land use rights grant contract, apply to the city planning authority for the Permit for Construction Site Planning

It further provides that a developer who has a proposed construction project within the planning area of a city or town must, after obtaining a Permit for Construction Site Planning, prepare the necessary planning and design work, and submit the detailed planning and design report, together with the land use rights certificate, to the city planning authority or the town government designated by the provincial government, and apply for the Permit for Construction Work Planning.

Relocation

Under *Regulations of Administration on City Housing Demolition* promulgated by the State Council on June 13, 2001 and effective as of November 1, 2001, upon obtaining approvals for a construction project, a permit for construction site planning, state-owned land use rights and a verification of deposit to compensate parties that are affected by the relocation payable by the developer by a bank, a developer may apply to the local real estate administration authorities where the real estate is located for a permit for housing demolition and removal.

Upon granting a demolition and removal permit, the real estate administration department must issue a demolition and removal notice to the inhabitants of the area.

Construction of a Real Estate Project

According to the *Measures for the Administration of Construction Permits for Construction Projects* promulgated by the MOHURD on October 15, 1999 and amended and effective as of July 4, 2001, after obtaining the Permit for Construction Work Planning, a developer must apply for a Construction Permit from the relevant construction authority.

Completion of a Real Estate Project

According to the *Development Regulations and the Interim Provisions on the Acceptance Examination Upon the Completion of Construction Work and Municipal Infrastructure* promulgated on June 30, 2000 by the MOHURD and effective as of June 30, 2000, and the *Interim Measures for Reporting Details Regarding Acceptance Examination Upon Completion of Construction Work and Municipal Infrastructure* promulgated on April 7, 2000 by the MOHURD and effective as of April 7, 2000, a real estate project must comply with the relevant laws and other regulations, requirements on construction quality, safety standards and technical guidance on survey, design and construction work, as well as provisions of the relevant construction contract. After the completion of works for a project, the developer must apply for an acceptance examination to the construction authority and must also report details of the acceptance examination to the construction authority. A real estate development project may only be delivered after passing the acceptance examination.

Regulations on Sale of Commodity Properties

Under the *Measures for Administration of Sale of Commodity Properties* promulgated by the MOHURD on April 2001, the sale of commodity properties can include both pre-completion and post-completion sales.

Pre-completion Sales

In accordance with the *Measures for the Administration of Pre-completion Sale of Commodity Properties*, or Pre-completion Sale Measure, promulgated in November 1994 by the MOHURD and amended on July 20, 2004, a developer intending to sell a commodity building before its construction work's completion must attend to the necessary pre-completion sale registration with the real estate administration authority of the relevant city or county to obtain a Permit for Pre-completion Sale of Commodity Properties.

Commodity properties may only be sold before completion if:

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the grant land premium has been paid in full for the grant of the land use rights involved and a land use rights certificate has been obtained;

a permit for construction work planning and a construction permit have been obtained;

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the funds invested in the development of the commodity properties put up for pre-completion sale represent 25% or more of the total investment in the project and the progress of works and the completion and delivery dates have been ascertained; and

the pre-completion sale has been registered and a permit for pre-completion sale of commodity properties has been obtained.

The *Regulations on Administration of Development of Urban Real Estate of Henan Province* also provides that commodity properties may only be sold before completion provided that half or more of the project has been completed and the construction schedule and delivery date has been specified in addition to compliance with the requirements under the Pre-completion Sale Measures.

The *Regulations on Administration of Transfer of Urban Real Estate of Jiangsu Province* promulgated on February 5, 2002 and amended on August 20, 2004 also provides that commodity properties may only be sold before completion in accordance with the requirements under the Pre-completion Sale Measures.

The *Regulations on Administration on Urban Real Estate Transaction of Anhui Province*, promulgated on May 29, 2000 and effective as of December 1, 2000, provides that the development enterprises which have obtained a permit for pre-completion sale of commodity properties must file with the real estate administrative authority of the relevant city or county pre-sale contracts entered into with customers.

Management of Proceeds from Pre-sales of Properties

The Pre-completion Sale Measures also provide that the proceeds obtained by a real estate developer from the advance sale of commodity properties must be used for the construction of the relevant projects. The specific measures for the supervision of proceeds from the pre-sale of commodity properties are formulated by the real estate administration authorities.

Under the *Implementing Regulations on Supervision of Proceeds from Pre-sales of Commodity Properties of Jinan City*, promulgated by Jinan Committee of Construction on September 26, 2005 and effective as of October 26, 2005, the proceeds from pre-sales of properties must be used in the construction of pre-sale projects, including the purchase of construction materials and equipments, remittance of construction fees and taxes payable, and should not be used for other purposes.

In accordance with the *Implementing Opinions on Strengthening the Management of Pre-sale of Urban Commodity Properties*, promulgated by the People's Government of Sichuan Province on March 23, 2000, the proceeds from pre-sales of properties must be deposited in a special bank account opened by the developers, may only be used for the relevant construction work and may not be used for other purposes. The relevant banks monitor the use of the proceeds of pre-sales and ensure that the proceeds are used in the designated way.

Pursuant to the *Regulations on Supervision of Proceeds from the Pre-sales of Commodity Properties in Zhengzhou*, promulgated by the Zhengzhou People's Government on November 20, 2009 and effective as of December 20, 2009, the proceeds from the pre-sales of properties must be used for the construction of the same, which includes the purchase of construction materials and equipment, remittance of fees for construction and taxes payable.

Post-completion Sales

In accordance with the *Measures for Administration of Sale of Commodity Properties* promulgated by the MOHURD on April 4, 2001, commodity properties may be put up for post-completion sale only when the following preconditions for such sale have been satisfied:

the developer offering to sell the post-completion properties has a valid business license and a qualification classification certificate;

the developer has obtained a land use rights certificate or other approval documents of land use;

the developer has the relevant permit for construction project planning and the permit for construction;

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the commodity properties have been completed, inspected and accepted as qualified;

the relocation of the original residents has been settled;

the supplementary and essential facilities for supplying water, electricity, heating, gas, communication, etc. have been made ready for use, and other supplementary facilities and public facilities have been made ready for use, or the schedule of construction and delivery date of such facilities have been specified; and

the property management plan has been completed.

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Prior to a post-completion sale of a commodity property, a real estate developer is required to submit the Real Estate Development Project Manual and other documents showing that the preconditions for a post-completion sale have been fulfilled to the real estate development authority.

Regulations on Property Ownership Certificates

Under the Sale Measures, the developers must submit the documents relating to the application for property ownership certificates to the local real estate administration authorities within 60 days after the delivery of the property to customers. The developers are required to assist customers in applying for amendments in the procedures for land use rights and registration procedures for property ownership.

In accordance with the Pre-completion Sale Measures, the purchasers must apply for property ownership certificates to the local real estate administration authorities within 90 days after the delivery of pre-sale property to purchasers. The developers are required to assist and provide the purchasers with necessary verifying documents. Where the purchasers fail to obtain the property ownership certificates within 90 days thereafter due to the developer's fault, unless otherwise provided between the developers and the purchasers, the developers will be liable for the breach of contract.

Regulations on Transfer, Mortgage and Lease

Transfer

According to the Urban Real Estate Law and the *Provisions on Administration of Transfer of Urban Real Estate* promulgated on August 7, 1995 by the MOHURD and amended on August 15, 2001, a real estate owner may sell, bequeath or otherwise legally transfer real estate to another person or legal entity. When transferring a building, the ownership of the building and the land use rights to the site on which the building is situated are transferred as well.

The parties to a transfer must enter into a real estate transfer contract in writing and register the transfer with the real estate administration authority having jurisdiction over the location of the real estate within 90 days of the execution of the transfer contract.

Where the land use rights were originally obtained by grant, the real property may only be transferred if:

the grant premium has been paid in full for the grant of the land use rights as provided by the grant contract and a land use rights certificate has been obtained; and

the development has been carried out according to the grant contract: in the case of a project for which buildings are developed, development representing more than 25% of the total investment has been completed; in the case of a whole land lot development project, construction works have been carried out as planned, water supply, sewerage, electricity supply, heat supply, access roads, telecommunications and other infrastructure or utilities have been made available, and the site has been leveled and made ready for industrial or other construction purposes.

Mortgages of Real Estate

Under the Urban Real Estate Law and the *Security Law of the PRC* promulgated by the Standing Committee of the National People's Congress on June 30, 1995 and effective as of October 1, 1995, and the *Measures on the Administration of Mortgage of Buildings in Urban Areas* promulgated by the MOHURD in May 1997 and amended on August 15, 2001, when a mortgage is created on the ownership of a building on state-owned land legally obtained, a mortgage will be simultaneously created on the land use rights of the land on which the building is erected. Land use rights occupied by the properties will also be mortgaged at the same time. The mortgager and the mortgagee sign a mortgage contract in writing. Within 30 days after a real estate mortgage contract has been signed, the parties to the mortgage must register the mortgage with the real estate administration authority in the city where the real estate is situated. A real estate mortgage contract will become effective on the date of registration of the mortgage. If a mortgage is created on the property placed on pre-sale or which is still undergoing construction, the registration authority will, when registering the mortgage, record such details on the mortgage contract. If the construction of the property is completed during the term of a mortgage, the parties involved will have to re-register the mortgage after the issuance of the relevant certificates evidencing the rights and ownership to the real estate.

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Lease

Under the Urban Real Estate Law and the *Measures for Administration of Leases of Buildings in Urban Areas* promulgated by the MOHURD on April 28, 1995 and effective as of June 1, 1995, the parties to a lease of a building are required to enter into a lease contract in writing. When a lease contract is signed, amended or terminated, the parties must register the details with the real estate administration authority in which the building is situated.

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Regulations on Real Estate Financing

Under the *Notice of the People's Bank of China on Regulating Home Financing Business* promulgated by the PBOC on June 19, 2001, all banks must comply with the following requirements prior to granting residential property loans, individual home mortgage loans and individual commercial flat loans:

Housing development loans from banks may only be granted to real estate development enterprises with approved development qualifications and high credit ratings. Such loans will be offered to residential projects with good market potential. The borrowing enterprise must provide capital of no less than 30% of the total investment required of the project, and the project itself must have been issued with a land use rights certificate, a permit for construction site planning, a permit for construction work planning and a construction permit.

In respect of the grant of individual commercial flat loans, the mortgage ratio for such application may not exceed 60%, with a maximum loan period of 10 years and on the condition that the subject commercial properties have already been completed. The *Circular on Further Strengthening the Management of Loans for Property Business*, promulgated on June 5, 2003 by the PBOC, specifies that commercial banks may not grant loans to property developers for the purposes of paying for the land premium.

The *Guidance on Risk Management of Property Loans of Commercial Banks*, issued by China Banking Regulatory Commission on September 2, 2004, provides that any developer applying for real estate development loans must have at least 35% of the capital funds required for the development.

The *Opinion of MOHURD and Other Departments on Adjusting the Housing Supply Structure and Stabilizing the Property Prices*, issued on May 24, 2006 by the State Council, provides that:

to tighten the control of advancing loan facilities, commercial banks are not allowed to advance their loan facilities to developers who do not have the required 35% or more of the total capital for the construction projects. The commercial banks should be prudent in granting loan facilities and/or revolving credit facilities in any form to the developers who have a large number of idle land parcels and unsold commodity properties. Banks may not accept mortgages of commodity properties remaining unsold for more than three years;

from June 1, 2006 onward, purchasers are required to pay a minimum of 30% of the purchase price as down payment for self-use purposes. However, if purchasers purchase apartments with a floor area of less than 90 square meters for self-use, the existing requirement of 20% of the purchase price as down payment remains unchanged.

The *Circular on Strengthening the Management of Commercial Real Estate Credit Facilities*, issued on September 27, 2007 by the PBOC and China Banking Regulatory Commission, as supplemented on December 5, 2007, provides that:

the minimum down payment for any purchase of first self-use residential property with a unit GFA of less than 90 square meters is 20% of the purchase price of the property. The minimum down payment for any purchase of first self-use residential property with a unit GFA of 90 square meters or more is 30% of the purchase price of the property.

the minimum down payment for any purchase of second or subsequent residential property is 40% of the purchase price, if the purchaser had obtained a bank loan for the purchase of his or her first property, and the interest rate for bank loans of such purchase shall not be less than 110% of the PBOC benchmark rate of the same period and category. For further purchases of properties, there would be upward adjustments on the minimum down payment and interest rate for bank loan.

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the minimum down payment for any purchase of a commercial property is 50% of the purchase price, and the interest rate for bank loans of such purchase may not be less than 110% of the PBOC benchmark rate, for a term of no more than 10 years.

if a family member (including the purchaser and his / her spouse and their children under 18) has financed the purchase of a residential property with bank loans from banks, any member of the family that purchases another residential property will be regarded as a second-time property purchaser.

commercial banks are allowed to set forth specific implementing rules for themselves in accordance with the provisions of this circular.

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On October 22, 2008, the PBOC issued the *Circular on Further Decreasing the Loan Interest Rate for Non-Welfare Residential Property and Other Relevant Issues*. This provides that, as of October 27, 2008, the lowest applicable loan interest rate for non-welfare residential property is reduced to 70% of the benchmark interest rate and the lowest applicable down payment ratio for such property is reduced to 20% of the total purchase price. Financial institutions must determine the applicable loan interest rate and down payment ratio for non-welfare residential property in accordance with the following factors: (i) whether the borrower is purchasing a property for the first time; (ii) whether the borrower is purchasing the property for his own use; (iii) whether the property purchased is an ordinary residential property; and (iv) risk factors including the borrower's credit records and payment ability.

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On October 22, 2008, the Ministry of Finance and the State Administration for Taxation jointly issued the *Circular on the Adjustment of Property Transaction Tax*. This provides that, from November 1, 2008:

the deed tax imposed on individuals who are purchasing ordinary residential properties for the first time will be decreased to 1% of the purchase price, provided that the unit GFA of the property is no more than 90 square meters;

individuals who are purchasing or selling ordinary residential properties will be exempt from stamp tax; and

individuals who are selling ordinary residential properties will be exempt from land appreciation tax.

On December 20, 2008, the General Office of the State Council issued *Several Opinions on Promoting the Sound Development of the Real Estate Market*, or Opinions No. 131, which took effect on the same date. In order to boost real estate sales, Opinions No. 131 provides preferential support in relation to loan interest and down payment ratios for certain residents purchasing a second property for the purpose of improving their living conditions. Under Opinions No. 131, when purchasing a second property to improve their living conditions, residents who have already purchased, with mortgages, an ordinary property for self-use that is smaller than the average size in their locality, may enjoy the preferential loan interest and down payment ratio available to first-time purchasers of residential property.

The *Circular on Amending the Business Tax Policy for Individuals Transferring Property*, issued on December 22, 2009 by the Ministry of Finance and the State Administration for Taxation, provides that:

from January 1, 2010, individuals who sell non-ordinary residential properties that they had bought in the past five years will be liable for business tax;

individuals who sell non-ordinary residential properties they had bought five or more years ago or sell ordinary houses they had bought in the past five years will be liable for business tax on the revenue from the sale, minus the original purchase price; and

individuals who sell ordinary residential properties they had bought five or more years ago will be exempt from business tax.

On January 7, 2010, the General Office of the State Council issued *the Notice on Promoting the Sound Development of the Real Estate Market*, which took effect on the same date. This notice stipulates that the purchasers of a second residential property for their households must make down payment of no less than 40% of the purchasing price and real estate developers must commence the sale within the mandated period as set forth in the pre-sale approvals and at the publicly announced prices.

The Circular of the State Council on Adjusting the Proportions of Capital Funds in Fixed Asset Investment Projects, issued on May 25, 2009, provides that:

in respect of welfare property and ordinary non-welfare residential property development projects, the minimum proportion of capital funds is 20% of the total investment required for such projects and for any other property development projects the minimum proportion of capital funds is 30%;

prior to construction, financing institutions will thoroughly examine and assess the capital funds held by developers, the possible outcome of the investment, and the potential risks of the loan and then determine the grant and loan amount with reference to the aforesaid minimum proportions of capital funds.

Regulations on Housing Supply and Improving the Healthy Development of the Real Estate Market

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The *Opinion of the MOHURD and Other Departments on Adjusting the Housing Supply Structure and Stabilizing Property Prices* provides the following:

as of June 1, 2006, at least 70% of approved areas for property development must be used for the development of apartments measuring less than 90 square meters;

commercial banks must not grant loans to any developer whose total investment capital contributed is less than 35% and must not accept any premises that have been left vacant for more than three years as security;

land that has been left idle for two years or more will be repossessed by the government without any compensation payment to the developer. Also, land will be treated as being left idle if construction has been halted for more than one year and the total area developed is less than one-third of the whole project area or the capital invested is less than a quarter of the total investment;

there will be no supply of land for villas and other equivalent real estate development projects, while land allocation for low-density, large housing developments will remain tight; and

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no planning permit, construction permit or premises pre-sale permit is to be issued for projects that do not comply with the abovementioned requirements, in particular composite structure projects that exceed planning requirements.

The Notice on Increasing the Supply of, and Strengthening the Supervision over, Land for Real Estate Development Purposes issued on March 8, 2010 by the MLR, provides that:

the floor price of a parcel of land must not be lower than 70% of the benchmark land price set for the area in which the parcel is located;

real estate developers participating in land auctions must pay a deposit equivalent to 20% of the land parcel's floor price; and

real estate developers must report to the competent land authorities when they commence and complete the construction of each project, and the land authorities will conduct inspections according to the corresponding land grant contract.

This notice also reiterated the policy that the initial installment payment made by real estate developers for a parcel of land must not be less than 50% of the overall amount owed for the land use rights.

Regulations on Environmental Protection in Construction Projects

Under the *Regulations on the Administration of Environmental Protection in Construction Projects*, or Environmental Regulations, promulgated by the State Council on November 29, 1998 and effective as of the same date, each construction project is subject to an environmental impact assessment by the relevant authorities.

According to the Environmental Regulations, a developer is required to submit an environmental impact report, or an environmental impact report form, or an environmental impact registration form (as the case may be) to the relevant environmental protection administration for approval during the project's feasibility analysis stage. In the meantime, if any ancillary environmental protection facilities are necessary in the construction project, such facilities are required to be designed, constructed and used in conjunction with the main project. After completion of the project, the developers are required to apply to the relevant environmental protection administrations for final acceptance examination in respect of any ancillary environmental protection facilities. Construction projects are approved for use after passing the said acceptance examination.

The *Environmental Impact Assessment Law*, promulgated by the National People's Congress on October 28, 2002 and effective as of September 1, 2003, provides that if the environmental impact assessment documents of a construction project have not been examined by the relevant environmental protection administrations or are not approved after examination, the authority in charge of examination and approval of the project may not approve construction on the project, and the construction work unit may not commence work.

On July 6, 2006, the State Environmental Protection Administration issued its *Circular on Strengthening the Environmental Protection Examination and Approval and Strictly Controlling New Construction Project*, which provides for stringent examination and approval procedures for various real estate development projects. It also stipulates that no approvals may be issued for new residential projects or extensions in industry development zones, areas impacted by industrial enterprises or areas where such development poses potential harm to residents' health.

Regulations on Property Management

The *Property Management Rules*, amended by the State Council on August 26, 2007 and effective as of October 1, 2007, provide that property owners have the right to appoint and dismiss property service enterprises (formerly known as property management enterprises). The rules also establish a regulatory system for property service enterprises, which encompasses the following regulations:

the Measures for the Administration of Qualifications of Property Service Enterprises (formerly known as the Measures for the Administration of Qualifications of Property Management Enterprises) amended by the MOHURD and effective as of November 26, 2007, provide that property service enterprises must apply to the local branch of the MOHURD and undertake a qualification

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examination to obtain a Property Service Qualification Certificate. A property service enterprise must pass the Property Service Qualification (formerly known as the Property Management Qualification), or PSQ examination, in order to engage in property management. Property service enterprises are classified as Class I, II or III. Different classes of service enterprises have different establishment requirements and may manage different types of premises.

the Provisional Measures on the Administration of Initial Property Management Bid-inviting and Bidding, promulgated on June 26, 2003 by the MOHURD, provide that prior to the selection of the Property Owners Committee, or the POC, the property developer will select a property management enterprise to provide property management services.

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the NDRC and the MOHURD jointly promulgated the Rules on Property Management Service Fees on November 13, 2003, which provide that property management fees will be determined by mutual consent between the POC and the property management enterprise, and set forth in writing in the property management service contract.

Henan Xinyuan Property Management Co., Ltd. is a Class I property management company.

Regulations on Urban Landscaping Services

The *Regulations Regarding Urban Landscape* promulgated on June 22, 1992 by the State Council and the *Measures on Administration of Qualifications of Urban Landscaping Enterprises* promulgated on July 4, 1995 provide the following:

any enterprise that wishes to provide landscaping services must apply to the MOHURD's local branch for an urban landscaping qualification, or ULQ, certificate; and

if a landscaping enterprise wishes to provide landscaping service outside the province where it is registered, it must establish branches in such locales and submit its original ULQ certificate for filing with the MOHURD's respective local branch.

Local Regulations on Urban Landscaping Services

On August 7, 2006, the Construction Bureau of Henan promulgated the *Implementation Measures on the Administration of Qualifications of Urban Landscaping Enterprise in Henan*. These measures require a newly-established landscaping enterprise to apply to the local construction administration for a temporary Class III qualification. The requirements for a temporary Class III qualification are the same as for a Class III qualification (except no requirement for experience). A temporary Class III qualification is valid for two years, after which, the local construction administration authority will issue a Class III qualification if the enterprise successfully passes an examination. Otherwise, the local construction administration authority will extend the temporary qualification term or withdraw the temporary Class III qualification. A ULQ certificate is subject to an annual inspection by the local construction administration authorities.

Zhengzhou Mingyuan Landscape Engineering Co., Ltd. is a Class III urban landscaping service company. Its qualification will expire in May 2013.

C. Organizational Structure

The following diagram illustrates our corporate structure as of March 2010.

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- (1) The other shareholders of Zhengzhou Jiantou Xinyuan Real Estate Co., Ltd. are Zhengzhou General Construction Investment Company (50%) and Zhengzhou Jiantou Project Consulting Co., Ltd. (5%).

D. Property, plant and equipment

Our headquarters are located in Beijing China, where we lease approximately 2,390 square meters of office space. We also lease a total of approximately 5,400 square meters of office space in other cities where our subsidiaries are located, which includes approximately 300 square meters in Chengdu, Sichuan Province, 144 square meters in Hefei, Anhui Province, 1,044 square meters in Jinan, Shandong Province, 562 square meters in Suzhou, Jiangsu Province, 1,270 square meters in Kunshan, Jiangsu Province, 581 square meters in Xuzhou, Jiangsu Province and 1,497 square meters in Zhengzhou, Henan Province.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our consolidated financial statements and the related notes included elsewhere in this annual report on Form 20-F. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under Item 3. Key Information D. Risk Factors or in other parts of this annual report on Form 20-F.

A. Operating Results

Overview

Since our inception in 1997, we have completed nineteen projects with total GFA of 1,591,132 square meters. Since 2006, we have expanded our operations outside of Zhengzhou and we are currently developing and planning projects in seven Tier II cities. As of December 31, 2009, we had twelve projects in six cities with estimated total GFA of 2,887,172 square meters under construction and planning, of which five projects with estimated total GFA of 1,389,332 square meters were under construction. From September to December 2009, we acquired five parcels of land with an aggregate site area of 366,000 square meters and an aggregate estimated buildable GFA of 1,024,000 square meters, which are included in the projects under planning as of December 31, 2009.

Our revenue, derived primarily from sales of residential real estate, has increased from US\$309.7 million in 2007 to US\$356.6 million in 2008 and to US\$449.0 million in 2009. Our net income/(loss) was US\$45.7 million, US\$(23.6) million, and US\$42.4 million, respectively, for the same periods. We acquire land primarily through auctions of government land. This acquisition method allows us to obtain unoccupied land with unencumbered land use rights, which in turn enables us to save the time and expenses associated with protracted legal processes to obtain title, demolition and re-settlement and to commence construction quickly.

As a public company, we are subject to the rules and regulations of the United States securities laws and the NYSE relating to, among other things, corporate governance and internal controls. As such, we have recruited the appropriate amount of experienced management, accounting and other personnel. We have also incurred expenses to improve our enterprise resource management system and internal controls.

The most significant factors that directly or indirectly affect our financial performance and results of operations are:

Economic growth and demand for residential property in China;

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PRC government policies and regulations, including tax guidelines and lending policies for the real estate sector;

Location, number and type of our property developments;

Availability and cost of financing;

Acquisition of quality land use rights in target markets;

Changes in the price of raw materials and labor costs; and

Our execution capability to support business expansion.

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We hold a 45% interest in a joint venture company, Jiantou Xinyuan, which as of December 31, 2009 had completed four projects with total GFA of 471,876 square meters. One additional project is under construction with an estimated total GFA of 93,944 square meters. One project is under planning with estimated total GFA of 194,117 square meters. All of Jiantou Xinyuan's projects are located in Zhengzhou in Henan Province.

As discussed above, on September 25, 2009, we, through our indirectly wholly owned subsidiary, Henan Xinyuan, entered into an Equity Transfer and Profit Distribution Agreement, or ETA, with Zhengzhou General Construction Investment Company and Zhengzhou Jiantou Project Consulting Co., Ltd., or collectively, the Sellers, to acquire their 55% equity interest in Jiantou Xinyuan. As the Sellers are state-owned enterprises, our proposed acquisition of the 55% Equity is deemed as a transfer of state-owned assets. For a discussion of the pending transaction, see Item 4. Information on the Company B. Business Overview Jiantou Xinyuan's Projects.

Principal Factors Affecting Our Results of Operations

Economic growth and demand for residential property in China

Our business and results of operations are significantly affected by trends and developments in the PRC economy, including disposable income levels, urbanization rate, population growth, and availability of project and consumer financing, which affect demand for residential properties in China. During the past decade, China has experienced significant economic growth, which has created a favorable operating environment for us in the Tier II cities where we operate. As of December 30, 2009, 99.6% of the units in our completed projects have been sold. Although we experienced less demand during the fourth quarter of 2008 and the first quarter of 2009 due to the impact of the global financial crisis, we expect continuing economic growth in China, rising disposable income levels and population growth in Tier II cities to support demand for residential properties over the next few years.

PRC government policies and regulations

Our business and results of operations are significantly affected by PRC government policies and regulations, particularly those that relate to land sales and development, project and consumer financing, property sales and transfers, property taxation and residential property prices.

Since 2004, due to concerns that investment in the PRC property market may become excessive, the PRC government introduced a series of measures to curb speculative investments in the property market, regulate real estate project lending and promote the development of more low-and mid-priced housing. These policies have included, among others, clarification of the measurement and enforcement of land appreciation tax, or LAT, 40% minimum down payment for any purchase of second or subsequent residential property, the increase of the loan interest rate for such purchases to no less than 110% of the benchmark interest rate, the tightening of money supply and the lifting of bank lending rates.

However, due to the financial crisis beginning in late 2008, the PRC government introduced a stimulus package, which included the reduction of deed taxes for first-time purchasers of ordinary residential property of less than 90 square meters, the waiver of stamp duty fees for individuals who are purchasing or selling ordinary residential properties, and the exemption of LAT for individuals who are selling ordinary residential properties, among other benefits.

In late 2009, the PRC real estate market recovered and housing prices rose rapidly in certain cities. In connection with this, the general office of PRC State Council issued a circular on January 7, 2010 which aimed to control the rapid increase in housing prices and cool down of the real estate market. Among other matters, the circular reiterated that purchasers of a second residential property for their households must make down payments of no less than 40% of the purchasing price, and that real estate developers who have received approval to sell property must commence the sale within the mandated period at the price they have publicly announced. The circular also requested local governments to increase the effective supply of low income housing and ordinary commodity housing and instructed the PBOC and the China Banking Regulatory Commission to tighten the supervision of bank lending to the real estate sector. On January 18, 2010, the PBOC decided to tighten the credit supply by increasing the reserve requirement ratio for commercial banks by 0.5%, which was the first increase since June 2008.

We believe it is in the PRC government's interest to stabilize the market, and the urbanization process and the continuous increase of disposable income will continue to support the long-term growth of China's real estate market, so we expect that the government will maintain policies that will foster long-term healthy growth and curb potential bubbles in the market. However, there can be no assurance that the PRC government will not adopt further measures in the near future that may adversely affect our business and financial performance.

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Moreover, a substantial portion of our customers depend on mortgage financing to purchase our properties. Although government policies have generally fostered the growth of private home ownership, regulations have been adopted in recent years to tighten and then loosen mortgage lending rules. For example, the minimum down payment required for residential properties of 90 square meters or more was increased from 20% to 30% of the purchase price in 2006. In September 2007, the minimum down payment for any second or subsequent purchase of residential property was increased to 40% of the purchase price where the purchaser had obtained a bank loan to finance the purchase of his or her first property. Moreover, the interest rate for bank loans of such purchase may not be less than 110% of the People's Bank of China, or PBOC, benchmark rate of the same term and category. Effective as of December 20, 2008, when purchasing a second property to improve their living conditions, residents who have already purchased, with mortgages, an ordinary property for self-use that is smaller than the average size for their locality are entitled to the preferential loan interest rate and down payment ratio available to first-time purchasers of residential property. The down payment ratio, the loan interest rate and the size of mortgage financing are important factors that affect our results of operations.

The PRC government will also from time to time introduce sales tax incentives or disincentives to either stimulate or dampen demand. For example, the required holding period for avoidance of tax on capital gains on sale of real estate was extended in December 2009 from 2 years to 5 years in an effort to reduce alleged speculation.

Number, type and location of our property developments

The amount of revenue we record in any given period is affected by a number of factors, including the number, type and location of properties we have under construction and their stage of completion, whether the completed units have been sold and the realized selling prices for such units. The average selling prices of our projects vary depending on the types and sizes of the units sold and on the location of the projects. As the overall development moves closer to completion, the sales prices tend to increase because a more established residential community is offered to purchasers. The type of property development affects the estimated construction period of the project, which largely determines the revenue recognition method we apply. Revenue recognized in any period under the full accrual method depends on the number, aggregate GFA and average selling prices of units completed and sold during the period. Revenue recognized in any period under the percentage of completion method depends on contracted sales of units in the relevant project and the completion progress of a project (measured by the ratio of cost incurred to total estimated cost). As the completion and sales of our projects are not spread evenly over time, our results of operations may differ significantly from period to period.

Availability and cost of financing

Like other property developers, we require substantial capital investment for the acquisition of land use rights and the construction of our projects. Our ability to secure financing for such purposes affects the number of projects we are able to develop at any time. In the wake of the global financial and economic crisis, the PBOC reduced the reserve requirement ratio imposed on banks several times in late 2008 from 17.5% to 15.5%. However after maintaining the reserve requirement at 15.5% for approximately 12 months, the PBOC announced that the reserve requirement was increased to 16% starting January 2010, thus impacting the total amount of bank loans available to the real estate industry. These changes in the availability of bank loans may affect our ability to obtain sufficient funding from banks to finance our business expansion.

The cost of our financing also affects our operating results. We typically obtain bank borrowings for up to 65% of the cost of our land use rights to fund project development after we receive the required permits. Interest rates on our commercial bank borrowings vary and are linked to benchmark lending rates published by the PBOC. The PBOC decreased the benchmark lending rate five times in 2008 but has not changed it since December 23, 2008. In 2007, we issued US\$75 million principal amount of floating rate notes, which bear interest at a variable rate based on LIBOR plus 6.8% per annum, and US\$25 million principal amount of convertible notes, which bear interest at 2% per annum. We expect our interest costs to fluctuate in future periods as a result of changes in interest rates and our outstanding borrowing.

Acquisition of land use rights in target markets

Our business model depends to a large extent on our ability to acquire land use rights for development sites and proceed quickly with construction to shorten our development cycle. As a consequence, we are frequently surveying the market for attractive development opportunities in our target Tier II cities. Under current regulations and market practice, land use rights for residential development purposes may be acquired from local governments through a competitive auction or other bidding process, in which the minimum reserve price is determined based on the appraised value. Land use rights may also be acquired in the secondary markets. Land use rights prices vary significantly from city to city.

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Government land auctions are a transparent and competitive process for bringing development land to market, allowing the developer to acquire clean title and the ability to proceed immediately with development. However, as competition for development sites in Tier II cities increases, the auction mechanism tends to lead to higher prices. In 2007, 2008 and 2009, land use rights costs, including auction price and taxes, constituted 47.1%, 44.9% and 42.5%, respectively, of our cost of revenue. We have noted that land use rights costs stabilized in the Tier II cities where we have operations due to softness in the market during the fourth quarter of 2008 and the first quarter of 2009. However, in late 2009, land use rights costs started to increase again due to the recovery of the real estate market in China and sudden rise in housing prices in certain cities. The land cost of the five parcels of land acquired from September to December 2009 is expected to account for 43.5% of total project costs.

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We outsource the design and construction of our property developments to third-party service providers. Our third-party contractors are responsible for providing labor and procuring a majority of the raw materials used in our project developments. Our construction contracts typically provide for fixed or capped payments, but the payments are subject to changes in certain cases, such as changes in government-suggested steel prices. Any increase in labor costs or other costs which may result in adjustments in payments under our construction contracts could result in an increase in our construction costs. In addition, the increase in the price of raw materials, such as cement, concrete blocks and bricks, in the long run could be passed on to us by our contractors, which could increase our construction costs. Any input cost increase could reduce our earnings to the extent we are unable to pass these increased costs to our customers.

Our execution capability to support business expansion

Since 2006, we have been expanding our residential property development operations from Zhengzhou in Henan Province into other Tier II cities, including Chengdu in Sichuan Province, Hefei in Anhui Province, Jinan in Shandong Province, and Suzhou and Kunshan in Jiangsu Province. In the fourth quarter of 2009, we acquired land in Xuzhou in Jiangsu Province and plan to expand into additional Tier II cities as suitable opportunities arise. The development of real estate projects outside Zhengzhou will impose significant demand on our management and other operational resources. Moreover, we will face additional competition and will need to establish brand recognition and market acceptance for our developments in these new markets. Each of these Tier II cities has its own market conditions, customer requirements and local regulations related to the real estate industry. The success of our business expansion depends on our ability to develop, market, and deliver quality development projects on time. The progress and costs of a development project can be adversely affected by many factors, such as delays in obtaining necessary licenses, permits or approvals from relevant government authorities, failure by local contractors to comply with our designs, specifications or standards, and disputes with our third-party contractors. For instance, we are not permitted to commence pre-sales until we have reached certain milestones in the construction progress for a project. Thus, any significant delay in construction could restrict our ability to pre-sell our properties, which could extend the recovery period for our investments. This, in turn, could have an adverse effect on our cash flow, investment returns and financial position.

Operating Results***Revenues***

Our revenues are derived mainly from the development and sale of real estate. In addition, we generate a small percentage of revenue from leasing ancillary facilities and residential units in certain of our residential developments, as well as from the provision of related services, including property management and real estate agency services.

	Year Ended December 31,					
	2007		2008		2009	
	US\$	%	US\$	%	US\$	%
	(US\$ in thousands, except for percentages)					
Real estate sales	305,668	98.7	352,181	98.8	441,338	98.3
Real estate leasing	339	0.1	379	0.1	320	0.1
Other revenue	3,718	1.2	4,072	1.1	7,326	1.6
Total revenues	309,725	100.0	356,632	100.0	448,984	100.0

Real Estate Sales

Real estate sales represent revenues from the sales of residential properties we develop. Throughout this annual report, real estate sales are stated net of sales tax levied on the relevant contracted sales value. Sales tax is a one-time tariff which consists of a business tax at the rate of 5%, an urban construction tax at the rate of 0.35% and an education surcharge at the rate of 0.15%. Total sales tax amounted to US\$18.0 million, US\$21.3 million and US\$25.8 million, for 2007, 2008 and 2009, respectively.

When we developed smaller projects in the past, we recognized most of our projects under the full accrual method. In 2006, we recognized revenues from two projects, Zhengzhou Central Garden-East and Zhengzhou Central Garden-West, under the percentage of completion method. In 2007, we recognized revenues from six additional projects, Suzhou Lake Splendid, Jinan Elegant Scenery, Zhengzhou Commercial Plaza, Suzhou Colorful Garden, Hefei Wangjiang Garden and Shandong International City Garden, under the percentage of completion method. In the year ended December 31, 2008, we recognized revenue from four additional projects, Henan Colorful Garden, Suzhou International City

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Garden, Chengdu Xinyuan Splendid Phase I, and Kunshan International City Garden, under the percentage of completion method. The full accrual method was applied to the remainder of our projects. In the year ended December 31, 2009, we recognized all our real estate sales revenues under the percentage of completion method.

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Real estate leasing revenues represent the income from the rental of ancillary facilities, including kindergarten, elementary school, clubhouse and parking facilities, in a number of our developments. We also lease a small number of residential units owned by us.

Other Revenue

Other revenue consists primarily of fees received for our property management services, landscaping and computer network engineering and other real estate-related services that we provide to residents and purchasers of our residential units.

Cost of Revenues

The following table sets forth a breakdown of our cost of revenues for the period indicated.

	Year Ended December 31,					
	2007		2008		2009	
	US\$	%	US\$	%	US\$	%
	(US\$ in thousands, except for percentages)					
Cost of real estate sales						
Land use rights costs	97,946	47.1	160,297	44.9	153,004	42.5
Construction costs	107,264	51.5	136,999	38.4	198,432	55.2
Impairment charges			55,004	15.4		
Total cost of real estate sales	205,210	98.6	352,300	98.7	351,436	97.7
Cost of real estate leasing	655	0.3	583	0.2	598	0.2
Other costs	2,270	1.1	4,098	1.1	7,705	2.1
Total costs of revenues	208,135	100.0	356,981	100.0	359,739	100.0

Cost of Real Estate Sales

Cost of real estate sales consist primarily of land use rights costs and construction costs. Impairment charges, if any, are also recorded under cost of real estate sales. Cost of real estate sales are capitalized and allocated to development projects using the specific identification method. When the full accrual method of revenue recognition is applied, costs are recorded based on the ratio of the sales value of the relevant units completed and sold to the estimated total project sales value, multiplied by the estimated total project costs. When the percentage of completion method of revenue recognition is applied, capitalized costs are released to our statement of operations based on the completion progress of a project.

Land use rights cost. Land use rights costs include the amount we pay to acquire land use rights for our property development sites, plus taxes. We acquire our development sites mainly by competitive bidding at public auctions of government land. Our land use rights costs for different projects vary according to the size and location of the site and the minimum reserve price for the site, all of which are influenced by government policies, as well as prevailing market conditions. Our land use rights costs have increased in the past few years due to several factors including geographic expansion into certain higher priced markets, generally rising prices in each of our served markets, and increased competition from a growing number of bidders at government land auctions.

Construction costs. We outsource the construction of all of our projects to third party contractors, whom we select through a competitive tender process. Our construction contracts provide for fixed or capped payments which cover substantially all labor, materials, fittings and equipment costs, subject to adjustments for certain prescribed contingencies, such as design changes during the construction process or changes in government-suggested steel prices. Our construction costs consist primarily of the payments to our third-party contractors, which are paid over the construction period based on specified milestones. In addition, we directly purchase and supply a limited range of fittings and equipment, including elevators, window frames and door frames. Our construction costs also include capitalized interest costs in the amount of US\$11.2 million, US\$32.2 million and US\$34.8 million for 2007, 2008 and 2009, respectively.

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Future losses and impairment charges. When the profitability of a project deteriorates due to a slow down in the sales pace or some other factors, this indicates that there may be a possible future loss on delivery and potential impairment in the recoverability of the assets.

Accordingly, the assets of such project are reviewed for future losses and impairment by comparing the estimated future undiscounted cash flows for the project to the carrying value of such project. If the estimated future undiscounted cash flows are less than the asset's carrying value, such deficit will be charged as a future loss. Then the assets will be written down to its estimated fair value. We determine estimated fair value primarily by discounting the estimated future cash flows relating to the asset. In estimating the cash flows for a project, we use various factors including (a) the expected pace at which the planned number of units will be sold, based on competitive market conditions, historical trends in sales pace, actual average selling prices, sales of similar product offerings and any other long or short-term economic conditions which may impact the market in which the project is located; (b) the estimated net sales prices expected to be attained based on the current market conditions and historical price trends, as well as any estimated increases in future sales prices based upon the projected rate of unit sales, estimated time gap between presale and expected delivery, the impact of government policies, the local and regional competitive environment, and certain external factors such as the opening of a subway line, school or factory; and (c) the expected costs to be expended in the future, including, but not limited to, home construction, construction overheads, sales and marketing, sales taxes and interest costs.

Our determination of fair value requires discounting the estimated cash flow at a rate commensurate with the inherent risk associated with the assets and related estimated cash flow. The discount rate used in determining each project's fair value depends on the stage of development, location and other specific factors that increase or decrease the risk associated with the estimated cash flows. In accordance with our accounting policies, we review each of our projects for impairments on a quarterly basis. Based on our testing at the end of 2008, we recognized an impairment of US \$55 million on the Suzhou International City Garden project in the fourth quarter of 2008. See also *Critical Accounting Policies* for our policy on impairment of long-lived assets.

As of December 31, 2009, we tested all of our active projects, consisting of projects under construction or planning, for impairment. Our testing indicated that the undiscounted cash flows of all of our projects exceeded their related carrying value, and accordingly, none of the projects were considered impaired.

Cost of Real Estate Leasing

Our cost of real estate leasing consists primarily of depreciation expenses and maintenance expenses associated with the leased properties. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Estimated useful lives of our properties held for lease are generally 20 years.

Other Costs

Other costs represent costs incurred in connection with the property management services, real estate agency services and other property related services that we provide to residents and purchasers of our developments.

Selling and Distribution Expenses

Our selling and distribution expenses include:

advertising and promotion expenses, such as print advertisement costs, billboard and other display advertising costs, and costs associated with our showrooms and illustrative units;

staff costs, which consist primarily of salaries and sales commissions of 0.45% of contracted sales of our sales personnel;

for 2009, agency commissions of approximately 1.2% of contracted sales on outsourced project sales; and

other related expenses.

As of December 31, 2009, we employed 60 full-time sales and marketing personnel. We expect our selling and marketing expenses to increase in the near future as we increase our sales efforts, launch more projects and target new markets to expand our operations.

General and Administrative Expenses

General and administrative expenses principally include:

staff salaries and benefits, quarterly and annual bonuses, and stock-based compensation;

travelling and entertainment expenses;

professional fees, such as audit and legal fees; and

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other expenses.

Interest Income

Interest income represents interest earned on our bank balances.

Interest Expenses

Interest expenses include (i) interest paid on our bank borrowings and other indebtedness, including our floating rate notes and convertible notes issued in April 2007, (ii) amortization of warrants and debt issuance cost, (iii) accretion of discount from embedded derivatives and (iv) change in fair value of embedded derivatives, all net of amounts capitalized to construction costs. The floating rate notes bear interest at the adjustable annual rate of six-month LIBOR plus 6.8%, while the convertible notes bear interest at the fixed annual rate of 2%. The rates of interest payable on our floating rate notes are variable. Interest rates on our bank borrowings, all of which are granted by PRC commercial banks and denominated in RMB, are typically variable and linked to benchmark rates published by the PBOC. Our weighted average interest rate on short-term bank loans as of December 31, 2009 was 5.46%. As of December 31, 2009, the PBOC benchmark rate for a one-year loan was 5.31% per annum and those for loans of more than one year ranged from 5.40% to 5.94% per annum.

Share of Income in Equity Investee

Share of income in equity investee represents profit associated with our 45% equity interest in Jiantou Xinyuan. Under the relevant joint venture agreement, we share the profit or loss of Jiantou Xinyuan according to our equity interest percentage. As of December 31, 2009, Jiantou Xinyuan had completed four projects, had one project under construction and had one project under planning. Our share of income from Jiantou Xinyuan for 2007, 2008 and 2009 was US\$8.7 million, US\$9.8 million and US\$4.4 million, respectively.

Change in Fair Value of Derivative Liabilities

We have issued warrants to Series A preference shareholders and floating rate note holders, which are accounted for as derivative liabilities. The warrants issued to the holders of our floating rate notes entitle such holders to purchase our common shares at 80% of the initial public offering price per common share in December 2007, or US\$5.60 per share.

Under US GAAP, we are required to recognize the fair value of the outstanding warrants as a liability on our balance sheet. We determine the fair value of the warrants on a quarterly basis using the Black-Scholes valuation method with increases/decreases in value resulting in a charge/credit to change in fair value of derivative liabilities .

During the year ended December 31, 2009, the valuation of the warrants and associated liabilities decreased by US\$169,736, from US\$170,000 to US\$264, which was recorded as a change in the fair value of derivative liabilities in our 2009 results. The decrease mainly resulted from the shorter time to expiration.

Income Taxes

The following table sets forth the components of income taxes for the periods indicated.

	Year Ended December 31,					
	2007		2008		2009	
	US\$	%	US\$	%	US\$	%
	(in thousands, except for percentages)					
Corporate income tax	5,827	19.6	4,290	40.0	23,740	119.8
Land appreciation tax	5,736	19.3	4,912	45.8	2,186	11.0
Tax uncertainty benefit	8,711	29.3				
Deferred tax expense	9,441	31.8	1,528	14.2	(6,101)	(30.8)
Income taxes	29,715	100.0	10,730	100.0	19,825	100.0

For an explanation of deferred tax expense, see Notes 2(t) and 12 of the consolidated financial statements included elsewhere in this annual report on Form 20-F. For a discussion of corporate income tax and land appreciation tax, see below.

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Corporate Income Tax and Tax Uncertainty Benefit

Cayman Islands

We are incorporated in the Cayman Islands. Under the current law of the Cayman Islands, we are not subject to income or capital gains tax. In addition, dividend payments are not subject to withholding tax in the Cayman Islands.

People's Republic of China

In general, enterprises in the PRC are subject to income tax at a statutory rate of 25%. In 2007, 2008 and 2009, in accordance with local provisional tax regulations in Henan province, the local tax authority in Zhengzhou determined that the taxable income of our PRC subsidiaries in Henan province should be deemed at 12% or 14% of their total cash receipts from sales of residential units. Total cash receipts include cash receipts proceeds from pre-sales of our properties that are recorded as customer deposits, which partly comprise mortgage loan proceeds received in our account from mortgage lending banks. The Zhengzhou local tax authority has provisionally confirmed that it applied the same levy method to our PRC subsidiaries located in Henan province for the year ended December 31, 2009. For our subsidiaries located in Shandong, Jiangsu, Anhui and Sichuan provinces, income tax is levied at the statutory rate of 25% on income as reported in the statutory financial statements after appropriate tax adjustments for the year ended December 31, 2009.

The Zhengzhou and other local tax authorities are entitled to re-examine taxes paid in prior years under the levy method described above; however, they have not indicated whether they will do so. We have made full provision for the corporate income tax, or CIT, payable by our PRC subsidiaries based on the statutory income tax rate of 25%, after appropriate adjustments to our taxable income used in the calculation. The difference between tax payable on our actual taxable income and tax levied on the deemed taxable income basis has been treated as an unrecognized tax uncertainty benefit under Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109, as codified in ASC 740-10 *Income Tax* (ASC 740-10), which has a balance of US\$12.8 million as of December 31, 2009. The increase related to current year tax positions arises primarily from foreign exchange movements. We believe this treatment is appropriate due to the possibility of reinterpretation of the application of the tax regulations by higher tax authorities in the PRC, as the local authorities have indicated that they will apply the regulation in the same manner in 2009.

Land Appreciation Tax

Under PRC laws and regulations, our PRC subsidiaries engaging in property development are subject to LAT, which is levied by the local tax authorities upon the appreciation value as defined in the relevant tax laws. All taxable gains from the sale or transfer of land use rights, buildings and related facilities in China are subject to LAT at progressive rates that range from 30% to 60%. Certain exemptions are allowed for sales of ordinary residential properties if the appreciation value does not exceed a threshold specified in the relevant tax laws. Gains from sales of commercial properties are not eligible for this exemption. Whether a property qualifies for the ordinary residential property exemption is determined by the local government taking into consideration the property's plot ratio, aggregate GFA and sales price.

We have recorded a provision for LAT on all projects completed since the date of incorporation. We have accrued all LAT payable on our property sales and transfers in accordance with the progressive rates specified in relevant tax laws, less amounts previously paid under the levy method applied by relevant local tax authorities.

Share-based compensation expense

We adopted our 2007 equity incentive plan for our directors, management, employees and consultants and for employees of our equity investee in August 2007. On August 11, 2007, we granted share options awards for an aggregate of 6,802,495 common shares at a weighted average exercise price of US\$1.08. These options have various vesting periods ranging from 10 to 60 months, and will vest only if the holder is still a director or an employee or an affiliate of our company at the time of the relevant vesting. These awards commenced vesting in December 2008 and will expire no later than August 10, 2017.

In November 2007, we adopted our 2007 long term incentive plan for our directors, management and key employees of both our company and our equity investee under which we are authorized to grant options, restricted shares, restricted stock units, stock appreciation rights and other stock-based awards for the purchase of up to 10 million common shares at prevailing market prices. On November 5, 2007, we granted options for an aggregate of 2,441,844 common shares at an exercise price of US\$7 per share, representing the per-common share equivalent of the IPO price of the ADSs, taking into account the ADS to common share conversion ratio. These options have commenced vesting and have vesting periods of up to 36 months, and will expire no later than November 5, 2017.

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In July 2008, under the 2007 long term incentive plan, we granted stock options for an aggregate of 360,000 common shares to our employees, at a weighted average exercise price of US\$2.98. These options have a vesting period of either 33 months or 36 months and will expire no later than July 1, 2018 and will vest only if the holder is still a director or an employee or an affiliate of our company at the time of the relevant vesting.

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In March 2009, under the 2007 long term incentive plan, we granted share options to purchase up to 500,000 common shares to an employee, at an exercise price equal to the market price of our common shares on the grant date (US\$1.87 per share). These options have a weighted average grant date fair value of US\$1.255 per option, and a total expected compensation cost, net of expected forfeitures, of US\$564,750. These options have vesting periods based on length of service of 36 months and will expire no later than March 31, 2019.

In August 2009, under the 2007 long term incentive plan, we granted share options to purchase up to 100,000 common shares to an employee, at an exercise price of US\$1.30 per share, which is below the market price of our common shares on the grant date (US\$2.71 per share). These options have a weighted average grant date fair value of US\$2.12 per option, and a total expected compensation cost, net of expected forfeitures, of US\$190,800. These options have vesting periods of 27 months and will expire no later than August 11, 2019.

Results of Operations

The following table presents a summary of our consolidated statements of operations by amount and as a percentage of our total revenues during the periods indicated. Our historical results presented below are not necessarily indicative of the results that may be expected for any other future period.

	Year Ended December 31,					
	2007		2008		2009	
	US\$	%	US\$	%	US\$	%
Revenues	309,725	100.0	356,632	100.0	448,984	100.0
Cost of revenues	(208,135)	(67.2)	(356,981)	(100.1)	(359,739)	(80.1)
Gross profit	101,590	32.8	(349)	0.1	89,245	19.9
Selling and distribution expenses	(10,515)	(3.4)	(13,578)	(3.8)	(11,443)	(2.5)
General and administrative expenses	(17,077)	(5.5)	(32,343)	(9.1)	(22,215)	(4.9)
Operating income (loss)	73,998	23.9	(46,270)	(13)	55,587	12.5
Interest income	1,417	0.5	3,492	1.0	2,388	0.5
Interest expenses	(3,204)	(1.0)				
Exchange gains	3,083	1.0	3,603	1.0	80	
Other expenses					(383)	(0.1)
Share of income in equity investee	8,686	2.8	9,843	2.8	4,402	1.0
Change in fair value of derivative liabilities	(8,602)	(2.8)	16,422	4.6	170	0.0
Income (loss) from operations before income taxes	75,378	24.3	(12,910)	(3.6)	62,244	14.0
Income taxes	(29,715)	(9.6)	(10,730)	(3.0)	(19,825)	(4.4)
Net income (loss)	45,663	14.7	(23,640)	(6.6)	42,419	9.6
Accretion of Series A convertible redeemable preference shares	(2,739)	(0.9)				
Deemed dividend	(182,229)	(58.8)				
Net income (loss) attributable to ordinary shareholders	(139,305)	(45.0)	(23,640)	(6.6)	42,419	9.6

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

Revenues

Revenues increased by US\$92.4 million, or 25.9%, to US\$449.0 million for the year ended December 31, 2009 from US\$356.6 million for the year ended December 31, 2008.

Real estate sales

Revenue from real estate sales increased by US\$89.2 million, or 25.3%, to US\$441.3 million for the year ended December 31, 2009 from US\$352.2 million for the year ended December 31, 2008, as continued weak residential real estate demand in the first quarter of 2009 was more than offset by a strong recovery in the second, third and fourth quarters of 2009.

Full accrual method revenues

Revenue from the sale of properties where the construction period, the period from the construction permit award date to the unit delivery date, is expected to be 12 months or less, is recognized by the full accrual method when the sale is consummated and the unit has been delivered. A sale is considered to be consummated when the sales price has been paid, any permanent financing for which we are responsible has been arranged, all conditions precedent to closing have been performed, we do not have any substantial continuing involvement with the unit and the usual risks and rewards of ownership have been transferred to the buyer. Costs are recorded based on the ratio of the sales value of the relevant units completed and sold to the estimated total project sales value, multiplied by the estimated total project cost. For these projects, our policy is that cash payments received from the buyer are recorded as a deposit liability and costs are capitalized as incurred, up to when the sale is consummated and the unit has been delivered.

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Delivery and closing take place only after the local government has certified that the building is completed and ready for habitation (comparable to a certificate of occupancy in the United States) and the following events have occurred:

The sales department has determined that the sales contract is signed, the sales tax invoice is properly issued, the purchaser is physically present and the purchaser's identification cards are checked;

All consideration has been paid by the purchaser; and

The unit has been inspected and accepted by the purchaser.

The following table sets forth for the year ended December 31, 2008 and 2009 the aggregate GFA and the related revenues recognized under the full accrual method by project:

Project	Total GFA ⁽¹⁾ m ²	GFA Delivered For		Percentage of Total GFA Delivered as of		Revenues Recognized For The Year Ended		
		The Year Ended		December 31,		December 31,		
		2008 m ²	2009 m ²	2008 % ⁽²⁾	2009 %	2008 US\$	2009 US\$ % ⁽³⁾	
Henan Segment								
Zhengzhou Xinyuan Splendid I	62,623	1,069		99.9	100.0	1,030,516	0.3	
Zhengzhou City Family	39,226	3,338		100.0	100.0	1,908,470	0.4	
Shandong Segment								
Jinan City Family	61,065	4,849		100.0	100.0	1,240,750	0.5	
Total	162,914	9,256				4,179,736	1.2	

(1) The amounts for total GFA in this table are the amounts of total saleable GFA and are derived on the following basis:

% for properties that are sold, the stated GFA is based on the sale contracts relating to such property;

% for unsold properties that are completed or under construction, the stated GFA is calculated based on the detailed construction blueprint and the calculation method approved by the PRC government for saleable GFA, after necessary adjustments; and

% for properties that are under planning, the stated GFA is based on the land grant contract and our internal projection.

- (2) Percentage of total GFA delivered is the total GFA delivered as of a period end divided by the project's total GFA.
- (3) Percentage of all real estate sales revenues for the financial year, including revenues recognized under full accrual method and under percentage of completion method.

Percentage of completion method revenues

Revenue from the sale of properties where the construction period is expected to be more than 12 months is recognized by the percentage of completion method on the sale of individual units based on the completion progress of a project, as described below.

We apply the percentage of completion method to projects with an expected construction period of over 12 months, not including any unforeseen delay or delays beyond our control. For these projects, our policy is that cash payments received from the buyers are initially

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recorded as customer deposits, and costs are capitalized as incurred.

Revenue and profit from the sale of these development properties are recognized by the percentage of completion method on the sale of individual units when the following conditions are met:

Construction is beyond a preliminary stage;

The buyer is committed to the extent of being unable to require a refund except for non-delivery of the unit;

Sufficient units have already been sold to assure that the entire property will not revert to rental property;

Sales prices are collectible; and

Aggregate sales proceeds and costs can be reasonably estimated.

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Under the percentage of completion method, revenues from units sold and related costs are recognized over the course of the construction period, based on the completion progress of a project. In relation to any project, revenue is determined by calculating the ratio of incurred costs, including land use rights costs and construction costs, to total estimated costs and applying that ratio to the contracted sales amounts less business tax. Cost of sales is recognized by determining the ratio of contracted sales during the period to total estimated sales value, and applying that ratio to the incurred costs. Current period amounts are calculated based on the difference between the life-to-date project totals and the previously recognized amounts.

The following table sets forth the percentage of completion, the percentage sold and related revenues for our projects recognized under the percentage of completion method for the year ended December 31, 2008 and 2009.

Project	Total GFA m ²	Percentage Complete as of		Percentage Sold (2)		Revenues Recognized For The Year Ended December 31,				
		December 31 (1)		December 31,		2008		2009		
		2008 % (1)	2009 %	2008 % (2)	2009 %	US\$	% (3)	US\$	%	
Chengdu Segment										
Chengdu Xinyuan Splendid I	230,893	54.5	67.4	4.1	50.2	4,053,916	1.2	56,601,483	12.8	
Jiangsu Segment										
Suzhou International City Garden	205,161	64.1	77.6	10.4	30.2	17,158,200	4.9	44,041,089	10.0	
Suzhou Lake Splendid	196,920	98.0	99.6	97.2	99.6	61,314,116	17.4	8,108,570	1.8	
Suzhou Colorful Garden	80,474	92.0	99.5	62.8	98.2	45,384,982	12.9	39,110,448	8.9	
Kunshan International City Garden	497,076	50.3	57.5	1.9	39.0	4,356,340	1.2	106,810,581	24.2	
Shandong Segment										
Jinan Elegant Scenery	100,217	98.6	100.0	99.3	100.0	23,463,332	6.7	1,480,722	0.3	
Jinan International City Garden	264,416	79.9	98.8	66.3	99.2	97,549,755	27.7	88,232,508	20.0	
Henan Segment										
Zhengzhou Xinyuan Colorful Garden	191,786	76.8	96.4	25.5	70.8	29,708,577	8.4	86,875,048	19.7	
Zhengzhou Commercial Plaza	67,172	93.0	100.0	94.7	97.0	21,310,379	6.1	3,174,775	0.7	
Anhui Segment										
Hefei Wangjiang Garden	145,455	92.3	100.0	98.8	99.7	43,701,407	12.4	6,902,453	1.6	
Total	1,979,570					348,001,004	98.8	441,337,677	100.0	

- (1) Percentage of completion is calculated by dividing total costs incurred by total estimated costs for the relevant project, estimated as of the time of preparation of our interim financial statements as of and for the year ended December 31, 2009.
- (2) Percentage sold is calculated by dividing contracted sales value from property sales by total estimated sales value of the relevant project, estimated as of the time of preparation of our interim financial statements as of and for the year ended December 31, 2009.
- (3) Percentage of all real estates sales revenues for the financial year, including revenues recognized under full accrual method and under percentage of completion method.

The following table sets forth the square meters sold and average selling price per square meter by each project, each reportable segment and on a consolidated basis for the year ended December 31, 2008 and 2009.

Project	Year Ended December 31,					
	2008			2009		
	Contract Sales US\$	Square Meters Sold m ²	Average Selling Price US\$/m ²	Contract Sales US\$	Square Meters Sold m ²	Average Selling Price US\$/m ²
Chengdu region						
Chengdu Xinyuan Splendid I	7,873,143	13,854	568	87,017,439	120,225	724

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Total	7,873,143	13,854	568	87,017,439	120,225	724
Jiangsu region						
Suzhou International City Garden	28,342,340	26,056	1,088	55,047,727	43,767	1,258
Suzhou Lake Splendid	32,147,452	30,814	1,043	5,589,006	5,315	1,052
Suzhou Colorful Garden	51,563,942	46,111	1,118	37,301,065	29,863	1,249
Kunshan International City Garden	9,163,799	11,346	808	196,022,279	215,223	911
Total	121,217,533	114,327	1,060	293,960,077	294,168	999
Shandong region						
Jinan Elegant Scenery	15,593,452	18,711	833	504,670	555	909
Jinan International City Garden	192,281,112	249,271	771	68,169,663	86,908	784
Jinan City Family	143,525	222	647			
Total	208,018,089	268,204	776	68,674,333	87,463	785
Henan region						
Zhengzhou Xinyuan Colorful Garden	40,921,807	47,000	871	86,634,184	97,851	885
Zhengzhou Commercial Plaza	12,249,709	15,157	808	-70,174	41	-1,712
Zhengzhou Xinyuan Splendid I	956,196	1,069	894			
Zhengzhou City Family	1,908,602	3,338	572			
Total	56,036,314	66,564	842	86,564,010	97,892	884
Anhui region						
Hefei Wangjiang Garden	28,747,033	41,823	687	281,732	282	999
Total	28,747,033	41,823	687	281,732	282	999
Grand Total	421,892,112	504,772	836	536,497,591	600,030	894

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The total square meters sold increased to 600,030 square meters for the year ended December 31, 2009 from 504,772 square meters for the year ended December 31, 2008. The overall aggregate average selling price per square meter for the year ended December 31, 2009 increased to US\$894 from US\$836 for the year ended December 31, 2008. The price increase was primarily due to an overall recovery of demand for residential real estate in China in the second, third and fourth quarters of 2009.

Chengdu region. In the third quarter of 2008, we commenced sales of our first project in the Chengdu region, Chengdu Xinyuan Splendid I. The square meters sold for the year ended December 31, 2009 increased to 120,225 square meters from 13,854 square meters for the year ended December 31, 2008. The average selling price per square meter for the year ended December 31, 2009 increased to US\$724 from US\$568 for the year ended December 31, 2008. The increase in square meters sold and average selling price resulted from the fact that we commenced sales of this project in September 2008 amidst market weakness with aggressive introductory pricing to gain sales momentum. Since March of 2009, we have raised prices several times on this project.

Jiangsu region. The square meters sold for the year ended December 31, 2009 increased to 294,168 square meters from 114,327 square meters for the year ended December 31, 2008 on very strong sales of the Kunshan International City Garden. The average selling price per square meter for the year ended December 31, 2009 decreased to US\$999 from US\$1,060 for the year ended December 31, 2008. The average selling price decrease from 2008 to 2009 resulted from a change in project mix as we started sales of lower-priced Kunshan International City Garden while sales of higher-priced mature projects (i.e. Suzhou Lake Splendid and Suzhou Colorful Garden) were winding down.

Shandong region. The square meters sold for the year ended December 31, 2009 decreased to 87,463 square meters from 268,204 square meters for the year ended December 31, 2008, due to declining inventory as the Jinan Elegant Scenery project was completed and the Jinan International City Garden was 99.2% sold. The average selling price per square meter for the year ended December 31, 2009 increased slightly to US\$785 from US\$776 for the year ended December 31, 2008.

Henan region. The square meters sold for the year ended December 31, 2009 increased to 97,892 square meters from 66,564 square meters for the year ended December 31, 2008. The average selling price per square meter for the year ended December 31, 2009 increased to US\$884 from US\$842 for the year ended December 31, 2008, resulting from increased selling prices of Zhengzhou Xinyuan Colorful Garden to meet higher demand in 2009.

Anhui region. The square meters sold for the year ended December 31, 2009 decreased to 282 square meters from 41,823 square meters for the year ended December 31, 2008 as the only active project in that region, Hefei Wangjiang Garden, was essentially sold out by the end of 2008.

Real estate leasing

Real estate leasing income decreased by US\$58,622, or 15.6%, to US\$320,458 for the year ended December 31, 2009 from US\$379,080 for the year ended December 31, 2008. The decrease resulted from the termination of the rental contracts of one office building in 2009 which will be sold in 2010.

Other revenue

Other revenue increased by US\$3.3 million, or 79.9%, to US\$7.3 million for the year ended December 31, 2009 from US\$4.1 million for the year ended December 31, 2008. The increase primarily resulted from expanded operations from our property management services. Specifically, during the year ended December 31, 2009, we delivered five projects, Hefei Wangjiang Garden, Jinan Elegant Scenery, Jinan International City Garden, Suzhou Lake Splendid and Zhengzhou Commercial Plaza. Our property management arm provides property management services for all five of the projects.

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Cost of revenue increased by US\$2.8 million, or 0.8%, to US\$359.7 million for the year ended December 31, 2009 from US\$357.0 million for the year ended December 31, 2008.

Cost of real estate sales

Cost of real estate sales decreased by US\$0.9 million, or 0.2%, to US\$351.4 million for the year ended December 31, 2009 from US\$352.3 million for the year ended December 31, 2008. Total land use rights cost decreased by US\$7.3 million, or 4.5%, from US\$160.3 million (44.9% of cost of real estate sales) for the year ended December 31, 2008 to US\$153.0 million (42.5% of cost of real estate sales) for the year ended December 31, 2009. The construction cost, including capitalized interest, increased by US\$61.4 million, or 44.8%, to US\$198.4 million for the year ended December 31, 2009 from US\$137.0 million for the year ended December 31, 2008, as construction spending was accelerated in the second, third and fourth quarters of 2009 to meet the increasing demand.

Cost of real estate leasing

Cost of real estate leasing increased by US\$15,745, or 2.6%, to US\$598,255 for the year ended December 31, 2009 from US\$582,510 for the year ended December 31, 2008. The increase was primarily due to greater depreciation cost from an increase of properties held for lease.

Other costs

Other costs increased US\$3.6 million, or 88.0%, to US\$7.7 million for the year ended December 31, 2009 as compared to US\$4.1 million for year ended December 31, 2008. US\$2.3 million of the increase was due to spending for property management at the five projects delivered in the first half of 2009. US\$1.3 million of the increase was due to a payment of compensation to some customers for late delivery of residences at Suzhou Colorful Garden, as we slowed construction activities in late 2008 and early 2009 to match construction spending with contract sales proceeds.

Gross profit

Gross profit increased to US\$89.2 million for the year ended December 31, 2009 from a gross loss of US\$0.3 million for the year ended December 31, 2008. Gross profit margin was 19.9% for the year ended December 31, 2009 compared to a gross loss margin of 0.1% for the year ended December 31, 2008. The gross loss in 2008 was due primarily to the US\$21.8 million recognized future loss on Suzhou International City Garden and a US\$55.0 million impairment loss on the same project. In addition, gross profit in 2009 favorably impacted by increased prices and a higher revenue level in 2009.

Selling and distribution expenses

Selling and distribution expenses decreased by US\$2.1 million, or 15.7%, to US\$11.4 million for the year ended December 31, 2009 from US\$13.6 million for the year ended December 31, 2008. The decrease was primarily due to a US\$1.6 million reduction in advertising and promotion expenses and a US\$0.5 million decrease in staff cost, traveling, communication and other miscellaneous expenses. We began effective cost control measures in 2009, and employed a new sales outsourcing plan in the second quarter of 2009. As of March 2009, we outsourced 80% of sales to third party sales agencies. This percentage increased to 100% in September 2009. As a percentage of revenue, selling and distribution expenses decreased to 2.5% for the year ended December 31, 2009 from 3.8% for the year ended December 31, 2008. As revenue expands in the future, we expect selling and distribution expenses as a percentage of revenue to be flat or decrease slightly.

General and administrative expenses

General and administrative expenses decreased by US\$10.1 million, or 31.3%, to US\$22.2 million for the year ended December 31, 2009 from US\$32.3 million for the year ended December 31, 2008. In the year ended December 31, 2009, our stock option expenses decreased by US\$4.9 million due primarily to forfeitures by departing employees (US\$3.0 million), and the completion of vesting of certain options to executives (US\$1.9 million). Headcount reductions also led to a US\$2.6 million decrease in salary and welfare expenses. We also experienced lower consulting fees by US\$1.0 million due to reduced utilization of professional services.

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As a percentage of revenue, general and administrative expenses decreased to 4.9% for the year ended December 31, 2009 from 9.1% for the year ended December 31, 2008.

Interest income

Interest income decreased by US\$1.1 million, or 31.6%, to US\$2.4 million for the year ended December 31, 2009 from US\$3.5 million for the year ended December 31, 2008. The decrease was mainly due to lower interest rates in the year ended December 31, 2009.

Table of Contents***Interest expenses***

All interest costs were capitalized for the years ended December 31, 2008 and 2009. Total gross interest costs incurred amounted to US\$34.8 million for the year ended December 31, 2009, including US\$24.1 million of interest on loans, US\$0.5 million of accretion of discount arising from embedded derivative on convertible notes, US\$3.7 million of accretion of discount arising from warrants and embedded derivative on floating rate notes, US\$1.4 million of amortization of debt issuance costs and US\$5.0 million related to the contingent put option held by our convertible note holders. In the year ended December 31, 2008, the gross interest costs of US\$32.2 million consisted of similar components, not including contingent put option costs.

Exchange gains

For the year ended December 31, 2009, we recorded an unrealized foreign exchange gain of US\$0.08 million, as compared to US\$3.6 million in year ended December 31, 2008, arising from translating certain U.S. dollar-denominated debts into Renminbi using the exchange rate at the balance sheet date. The reduction in exchange gains was due to the stability of the exchange rates between the U.S. dollar and the Renminbi during the period.

Share of income in an equity investee

Share of income in equity investee represents profit associated with our 45% equity interest in Jiantou Xinyuan. We recorded income of US\$4.4 million for the year ended December 31, 2009, compared to income of US\$9.8 million for the year ended December 31, 2008. Our equity investee, Jiantou Xinyuan, recognized net income of US\$9.8 million during the year ended December 31, 2009, compared to net income of US\$21.9 million during the year ended December 31, 2008. The decrease primarily resulted from a decrease in sellable units in 2009, which led to a significant reduction in Jiantou Xinyuan's real estate revenues. The decrease also slightly reflects our 45% share of US\$7.5 million in penalties incurred by Jiantou Xinyuan in the third quarter 2009 as a result of Jiantou Xinyuan's late payment of land premiums.

Change in fair value of derivative liabilities

We issued warrants to Series A preference shareholders and our floating rate notes holders, which were accounted for as derivative liabilities. The warrants issued to our floating rate notes holders entitle them to purchase our common shares at 80% of the price per common share sold to the public in our initial public offering in December 2007, or US\$5.6 per share. During the year ended December 31, 2009, due to the shorter time to expiration, the fair value of such warrants decreased by US\$169,736, from US\$170,000 to US\$264, which was charged to our earnings in 2009. During the year ended December, 2008, due to the decrease in our stock price, the fair value of such warrants decreased by US\$16.4 million, from US\$16.6 million to US\$170,000, which was recorded to our earnings in our 2008 results.

Income taxes

Income taxes increased by US\$9.1 million, or 84.8%, to US\$19.8 million for the year ended December 31, 2009 from US\$10.7 million for the year ended December 31, 2008. The increase was primarily due to an increase in our pre-tax income, partly offset by the reversal of allowance for deferred tax asset from Suzhou International City Garden. The reversal of allowance resulted from the improved profit outlook at Suzhou International City Garden. Our effective tax rate increased to 31.9% for the year ended December 31, 2009, from (83.1%) for the year ended December 31, 2008. In 2008, the valuation allowance arising from the impairment charge for Suzhou International City Garden contributed (115.6%) of effective tax rate. Excluding the impact of the above, the effective tax rate was slightly flat in 2008 and 2009, primarily resulting from that the favorable effect of the US\$2.3 million reversal of allowance for the deferred tax assets from Suzhou International City Garden was offset by the negative effect of the US\$2.1 million one-time tax charge related to our 2008 China tax returns filed in the second quarter of 2009.

We incurred a US\$2.1 million tax charge related to our 2008 China tax returns filed in the second quarter of 2009. The adjustment resulted primarily from a one-time tax charge based on a central government interpretation, which was clarified during the second quarter of 2009. According to the new interpretation, provisional deemed profit tax payments made prior to January 1, 2008, when tax rates were at 33%, will be considered final and not subject to adjustment for the new tax rate of 25% effective January 1, 2008. Prior to the release of the new interpretation, we accounted for income taxes on pre-sales as prepaid taxes, measured at the applicable current tax rate in the year pre-sales occurred. Prepaid taxes then were credited against subsequent tax obligations when sales were finalized. As a result of the release of the new interpretation, we are no longer entitled to credit prepaid taxes against subsequent tax obligations to the extent prepaid taxes were assessed based on a tax rate in excess of the tax rate applicable in the year the sales are finalized (i.e. 33% prepaid tax will now be credited based on a tax cost of 25%).

Net income (loss)

Net income increased by US\$66.1 million, from a loss of US\$23.6 million for the year ended December 31, 2008 to a profit of US\$42.4 million for the year ended December 31, 2009.

Table of Contents**Year Ended December 31, 2008 Compared to Year Ended December 31, 2007****Revenues**

Revenues increased by US\$46.9 million, or 15.1%, increase to US\$356.6 million for the year ended December 31, 2008 from US\$309.7 million for the year ended December 31, 2007.

Real estate sales

Revenue from real estate sales increased by US\$46.5 million, or 15.2%, to US\$352.2 million for the year ended December 31, 2008 from US\$305.7 million for 2007, primarily as a result of increased residential unit sales. In 2008, we recognized revenues from Suzhou Lake Splendid, Suzhou Colorful Garden, Suzhou International City Garden, Kunshan International City Garden, Zhengzhou Commercial Plaza, Zhengzhou Colorful Garden, Hefei Wanjiang Garden, Jinan City family, Jinan Elegant Scenery, Jinan International City Garden, Chengdu Xinyuan Splendid I under the percentage of completion method, while revenue from other projects was recognized under the full accrual method.

Full accrual method revenues

The following table sets forth for the years ended December 31, 2007 and 2008 the aggregate GFA and the related revenues recognized under the full accrual method by project:

Project	GFA Delivered For			Percentage of Total GFA		Revenues Recognized For The Year Ended December 31,			
	Total GFA ⁽¹⁾	The Year Ended December 31,		Delivered as of December 31,		2008		2007	
		m ²	2008	2007	2008	2007	US\$	% (3)	US\$
		m ²	m ²	%2	%2				
Zhengzhou Xinyuan Splendid 1A	62,623	1,211	884	100.0%	97.8%	1,030,516	0.29%	864,357	0.3%
Zhengzhou Xinyuan Splendid 2B	27,041			100.0%	100.0%			19,600	0.0%
Zhengzhou Xinyuan Splendid 3A3B3C	114,774		225	100.0%	100.0%			127,232	0.04%
Zhengzhou Xinyuan Splendid City Homestead	45,378		645	100.0%	100.0%			407,701	0.1%
Other									
Zhengzhou Xinyuan Splendid Subtotal	249,816	1,211	1,754			1,030,516	0.29%	1,418,890	0.5%
Zhengzhou City Family	39,392	3,249	5,968	100.0%	91.8%	1,908,470	0.54%	3,391,900	1.1%
Zhengzhou City Manor	118,716		(57)	100.0%	100.0%			(36,860)	0.0%
Jinan City Family	47,411	162	42,661	100.0%	99.7%	1,240,750	0.35%	30,704,002	10.0%
Total	455,335	4,623	73,883			4,179,736	1.20%	35,477,932	11.6%

(1) The amounts for total GFA in this table are the amounts of total saleable GFA and are derived on the following basis:

% for properties that are sold, the stated GFA is based on the sale contracts relating to such property;

% for unsold properties that are completed or under construction, the stated GFA is calculated based on the detailed construction blueprint and the calculation method approved by the PRC government for saleable GFA, after necessary adjustments; and

% for properties that are under planning, the stated GFA is based on the land grant contract and our internal projection.

(2) Percentage of total GFA delivered is the total GFA delivered as of a period end divided by the project's total GFA.

(3)

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Percentage of all real estate sales revenues for the financial year, including revenues recognized under full accrual method and under percentage of completion method.

Percentage of completion method revenues

The following table sets forth the percentage of completion, the percentage sold and related revenues for our projects recognized under the percentage of completion method in the years ended December 31, 2007 and 2008.

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Project	Total GFA m ²	Percentage		Percentage Sold (2)		Revenues Recognized For The Year Ended December 31,			
		Complete as of		Accumulated as of		2008		2007	
		December 31 (1), 2008	2007	December 31, 2008	2007	US\$	% (3)	US\$	% (3)
Zhengzhou Central Garden-East	165,206	100.0%	100.0%	100.0%	100.0%			32,850,675	10.7%
Zhengzhou Central Garden-West	190,384	100.0%	100.0%	100.0%	100.0%			41,222,650	13.5%
Suzhou Lake Splendid	196,920	98.0%	74.5%	97.2%	80.0%	61,314,116	17.4%	95,473,693	31.2%
Jinan Elegant Scenery	99,745	98.6%	82.5%	99.3%	80.9%	23,463,332	6.6%	41,908,893	13.7%
Zhengzhou Commercial Plaza	67,280	93.0%	61.5%	94.7%	71.2%	21,310,379	6.1%	19,175,646	6.3%
Suzhou Colorful Garden	81,077	92.0%	74.5%	62.8%	3.9%	45,384,982	12.9%	2,670,704	0.9%
Hefei Wangjiang Garden	145,450	92.3%	60.3%	98.8%	67.8%	43,701,407	12.4%	31,656,566	10.4%
Jinan International City Garden	254,035	79.9%	46.5%	66.4%	6.6%	97,549,755	27.7%	5,231,733	1.7%
Zhengzhou Xinyuan Colorful Garden	191,783	76.8%		25.5%		29,708,577	8.4%		
Suzhou International City Garden	205,161	64.1%		10.4%		17,158,200	4.9%		
Chengdu Xinyuan Splendid I	230,893	54.5%		4.1%		4,053,916	1.2%		
Kunshan International City Garden	497,076	50.3%		1.9%		4,356,340	1.2%		
Total	2,325,010					348,001,004	98.8%	270,190,560	88.4%

- (1) Percentage of completion is calculated by dividing total costs incurred by total estimated costs for the relevant project.
- (2) Percentage sold is calculated by dividing contracted sales value from property sales by total estimated sales value of the relevant project.
- (3) Percentage of all real estates sales revenues for the financial year, including revenues recognized under full accrual method and under percentage of completion method.

Real estate leasing

Real estate leasing income increased by US\$0.04 million, or 12.0%, to US\$0.38 million for the year ended December 31, 2008 from US\$0.34 million for the year ended December 31, 2007. The increase was primarily due to an increase in leasing of parking space.

Other revenue

Other revenue increased to US\$4.1 million for the year ended December 31, 2008 from US\$3.7 million for 2007. The increase primarily resulted from revenue for real estate related services from operations we acquired in 2006. Property management fees increased by US\$0.8 million to US\$3.6 million for 2008, compared to US\$2.8 million in 2007, mainly due to the expansion of our property management business, partially offset by a US\$0.4 million decrease in landscaping fees.

Cost of revenue

Cost of revenue increased by US\$148.8 million, or 71.5%, to US\$357.0 million for the year ended December 31, 2008 from US\$208.1 million for the year ended December 31, 2007.

Cost of real estate sales

Cost of real estate sales increased by US\$147.1 million, or 71.7%, to US\$352.3 million for the year ended December 31, 2008 from US\$205.2 million for 2007. Total land use right cost increased by US\$62.4 million, from US\$97.9 million for the year ended December 31, 2007 to US\$160.3 million for the year ended December 31, 2008. We recorded a total loss of US\$76.8 million on the Suzhou International City Garden project, among which US\$21.8 million was recognized as future loss and US\$55.0 million was recognized as impairment loss on the project. Future loss recognized was the full expected gross loss over the life of the project at the time of estimated revision, regardless of the number of units sold. Additionally, for this project, an impairment loss was recognized by writing down the project carrying cost to the fair value of the project as determined by discounted future cash flows at a rate commensurate with the inherent risk associated with the project and related future cash flow. The construction cost, including capitalized interest, increased by US\$29.7 million, to US\$137.0 million for the year ended December 31, 2008 from US\$107.3 million for the year ended December 31, 2007.

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Cost of real estate leasing

Cost of real estate leasing decreased by US\$0.1 million, or 11.0%, to US\$0.6 million for the year ended December 31, 2008 from US\$0.7 million for 2007. The decrease was primarily due to the sale of assets that was previously held for lease.

Other costs

Other costs were US\$4.1 million for the year ended December 31, 2008, as compared to US\$2.3 million for 2007. Other costs represent costs incurred in connection with the property management services, landscaping and computer network engineering services, real estate agency services and other property related services we provided.

Gross profit

Gross profit/(loss) decreased by US\$101.9 million, or 100%, to US\$(0.3 million) for the year ended December 31, 2008 from US\$101.6 million for 2007, due primarily to the US\$21.8 million recognized future loss on Suzhou International City Garden and a US\$55.0 million impairment loss on the same project. Gross loss was 0.1% in 2008 versus a gross profit of 32.8% in 2007.

Selling and distribution expenses

Selling and distribution expenses increased by US\$3.1 million, or 29.1%, to US\$13.6 million for the year ended December 31, 2008 from US\$10.5 million for 2007. The increase was primarily due to higher headcount in our sales force, the launch of additional projects, as well as the increased level of marketing activities as we entered into new markets in 2008. As a percentage of revenue, selling and distribution expenses increased to 3.8% for the year ended December 31, 2008 from 3.4% in 2007.

General and administrative expenses

General and administrative expenses increased by US\$15.3 million, or 89.4%, to US\$32.3 million for the year ended December 31, 2008 from US\$17.0 million for the year ended December 31, 2007. The increase was primarily due to raise of staff salary base, higher office rental and travel expenses since we relocated to Beijing, in addition to the full year impact of stock-based compensation amortization.

As a percentage of revenue, general and administrative expenses increased to 9.1% in the year ended December 31, 2008 from 5.5% in the year ended December 31, 2007.

Interest income

Interest income increased by US\$2.1 million, or 146.4%, to US\$3.5 million for the year ended December 31, 2008 from US\$1.4 million for 2007. The increase was primarily due to favorable savings arrangements with our banks.

Interest expenses

Interest expenses, net of interest capitalized, decreased by US\$3.2 million, or 100%, to US\$ nil for the year ended December 31, 2008 from US\$3.2 million in 2007. The gross interest expenses for the year ended December 31, 2008 consisted of US\$26.5 million of interest on loans, US\$0.5 million of accretion of discount arising from embedded derivative on convertible subordinated notes, US\$3.7 million of accretion of discount arising from warrants and embedded derivative on senior floating rate notes and US\$1.5 million of amortization of debt issuance cost. In the year ended December 31, 2007, the interest expenses consisted of the same components and change in fair value of embedded derivative on long-term debts.

Total interest costs incurred amounted to US\$32.2 million for the year ended December 31, 2008, including US\$8.3 million interest on our floating rate notes and convertible notes issued in April 2007, and US\$6.4 million for the year ended December 31, 2007. Total interest expenses capitalized as part of the construction cost for the year ended December 31, 2008, 2007 and 2006 amounted to US\$32.2 million, US\$11.3 million, and US\$1.5 million, respectively.

Exchange gains

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For the year ended December 31, 2008, we recorded an unrealized foreign exchange gain of US\$3.6 million, as compared to US\$3.1 million in 2007, arising from translating certain U.S. dollar-denominated debts into Renminbi using the exchange rate at the balance sheet date.

Table of Contents*Share of income (loss) in an equity investee*

Share of income (loss) in equity investee represents profit or loss associated with our 45% equity interest in Jiantou Xinyuan. We recorded income of US\$9.8 million for the year ended December 31, 2008, compared to income of US\$8.7 million for the year ended December 31, 2007. Our equity investee, Jiantou Xinyuan, recognized net income of US\$21.9 million during the year ended December 31, 2008, compared to net income of US\$18.9 million during the year ended December 31, 2007. The increase was primarily due to one new project launched in 2008.

Change in fair value of derivative liabilities

We have issued warrants to our Series A preference shareholders and floating rate note holders, which are accounted for as derivative liabilities. The warrants issued to the holders of our floating rate notes entitle such holders to purchase our common shares at 80% of the IPO price per common share in December 2007, or US\$5.60 per common share.

Under US GAAP, we are required to recognize the fair value of the outstanding warrants as a liability on our balance sheet. We determine the fair value of the warrants on a quarterly basis using the Black-Scholes valuation method with increases/decreases in value resulting in a charge/credit to other income/expense.

At December 31, 2007, the fair value of the warrants and associated liability was estimated to be approximately US\$16.6 million. At December 31, 2008, the market value of our common shares declined to US\$1.22 per share, or US\$2.44 per ADS. Due to the decline in 2008 in the market price of our common shares combined with the shorter remaining exercise period prior to the expiration of the warrants, the valuation of the warrants and associated liability as of December 31, 2008 decreased to US\$170,000, resulting in corresponding credit of US\$16.4 million to other income/expense.

The warrants issued to Series A preference shareholders became valueless as they expired without being exercised upon the consummation of our IPO on December 12, 2007. The decrease in the fair value of warrant liability of US\$631,000 was recorded into earnings as change in the fair value of warrant liabilities in the year ended December 31, 2007.

Income taxes

Income taxes decreased by US\$19.0 million, or 63.9%, to US\$10.7 million for the year ended December 31, 2008 from US\$29.7 million for 2007. The decrease was primarily due to a decrease of our pre-tax income and an unrecognized tax uncertainty benefit of US \$8.7 million recognized in year ended December 31, 2007 arising from the adoption of a deemed profit method by one of our subsidiaries for statutory tax purposes, as well as the decrease of LAT. The decrease was also due to a net deferred tax asset of US\$9.5 million arising from the impairment loss charged to Suzhou International City Garden project. Our effective tax rate decreased to (83.1%) for the year ended December 31, 2008 from 39.4% for the year ended December 31, 2007. The valuation allowance arising from the impairment charge for Suzhou International City Garden contributed (115.6%) of effective tax rate. Excluding the impact of valuation allowance, the decrease was primarily due to the reduction of the CIT rate from 33% for 2007 to 25% for 2008.

Minority interest

Minority interest for the year ended December 31, 2008 was nil, as compared to nil for 2007. The nil minority interest was due to the fact that Beijing Xinyuan Jinhe Investment & Development Co., Ltd., a company 99% owned by us, was dissolved in November 2006.

Net income

Net income decreased by US\$69.3 million, from US\$45.7 million for 2007 to a loss of US\$23.6 million for the year ended December 31, 2008.

Discussion of Segment Operations

We consider each of our individual property developments as a discrete operating segment. As presentation of segment information for each property development would not be meaningful, we have aggregated our segments into the following reporting segments: (i) property developments in Zhengzhou, Henan Province, (ii) property developments in Jinan, Shandong Province, (iii) property developments in Suzhou and Kunshan, Jiangsu Province, (iv) property developments in Hefei, Anhui Province, (v) property developments in Chengdu, Sichuan Province and (vi) property management services and other real estate-related services we provide.

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	For the Year Ended December 31,		
	2007	2008	2009
	(US\$ in thousands, except for percentages)		
Zhengzhou, Henan			
Total revenue	98,455	53,717	90,520
Total cost of revenues	(50,369)	(43,542)	(73,343)
Gross profit	48,086	10,175	17,177
Gross margin	48.8%	18.9%	19.0%
Operating income (loss)	38,026	(5,304)	4,219
Jinan, Shandong			
Total revenue	77,863	123,543	89,783
Total cost of revenues	(63,996)	(99,303)	(75,463)
Gross profit	13,867	24,240	14,320
Gross margin	17.8%	19.6%	15.9%
Operating income (loss)	10,496	19,916	11,549
Suzhou, Kunshan and Xuzhou, Jiangsu			
Total revenue	98,150	128,442	198,198
Total cost of revenues	(67,700)	(176,696)	(153,230)
Gross profit	30,450	(48,254)	44,968
Gross margin	31.0%	(37.6)%	22.7%
Operating income (loss)	25,632	(56,909)	36,580
Hefei, Anhui			
Total revenue	31,670	43,642	6,954
Total cost of revenues	(23,773)	(30,498)	(4,356)
Gross profit	7,897	13,144	2,598
Gross margin	24.9%	30.1%	37.4%
Operating income (loss)	5,865	11,763	2,045
Chengdu, Sichuan			
Total revenue	42	4,078	56,620
Total cost of revenues		(3,816)	(47,818)
Gross profit	42	262	8,802
Gross margin		6.4%	15.5%
Operating income (loss)	(1,502)	(3,505)	6,209
Others			
Total revenue	3,546	3,209	6,909
Total cost of revenues	(2,298)	(3,125)	(5,529)
Gross profit	1,249	84	1,380
Gross margin	35.2%	2.6%	20.0%
Operating loss	(4,518)	(12,232)	(5,015)

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

Zhengzhou, Henan. Total revenues increased by US\$36.8 million, or 68.5%, from US\$53.7 million for the year ended December 31, 2008 to US\$90.5 million for the year ended December 31, 2009. The increase was primarily due to expanded sales from Zhengzhou Xinyuan Colorful Garden. The gross profit for this region was US\$17.2 million in the year ended December 31, 2009, representing an increase of US\$7.0 million, or 68.8%, as compared to US\$10.2 million in the year ended December 31, 2008. The increase in gross profit resulted from increased selling prices of Zhengzhou Xinyuan Colorful Garden to meet the higher demand in 2009. Net operating income was US\$4.2 million for the year ended December 31, 2009, improved from a loss of US\$5.3 million in the year ended December 31, 2008. Such improvement was due to the increase in revenues as described above.

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Jinan, Shandong. Total revenues decreased by US\$33.7 million, or 27.3%, from US\$123.5 million for the year ended December 31, 2008 to US\$89.8 million for the year ended December 31, 2009. The decrease was primarily due to a reduction in sellable units during the year ended December 31, 2009. Revenue during the year ended December 31, 2008 was mainly derived from Jinan Elegant Scenery and Jinan International City Garden, while in the year ended December 31, 2009 the only project with remaining sellable units was Jinan International City Garden. The projects in the Jinan, Shandong segment generated a gross profit of US\$14.3 million in the year ended December 31, 2009, compared to a gross profit of US\$24.2 million in the year ended December 31, 2008. The gross margin decreased to 15.9% for the year ended December 31, 2009 from 19.6% for the year ended December 31, 2008, which mainly resulted from the increase the total project estimated cost as the project was near completion in 2009. Net operating income was US\$11.5 million for the year ended December 31, 2009, down from US\$19.9 million in the year ended December 31, 2008. Such decrease was due to the decrease in revenues as described above.

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Suzhou, Kunshan and Xuzhou, Jiangsu. Total revenues increased by US\$69.8 million, or 54.3%, from US\$128.4 million for the year ended December 31, 2008 to US\$198.2 million for the year ended December 31, 2009. The increase primarily resulted from the expanded sales from Kunshan International City Garden. The gross profit for the Jiangsu segment was \$45.0 million for the year ended December 31, 2009, compared to a gross loss of US\$48.3 million for the year ended December 31, 2008 as we recognized future loss of US\$21.8 million on Suzhou International City Garden and a US\$55.0 million impairment charge on the same project. The gross margin was 22.7% for the year ended December 31, 2009, compared to a gross loss of 37.6% for the year ended December 31, 2008. The net operating income was US\$36.6 million for the year ended December 31, 2009, compared to a net operating loss of US\$56.9 million for the year ended December 31, 2008. The improved performance reflected the one-time nature of the impairment charge in 2008.

Hefei, Anhui. Total revenues decreased by US\$36.7 million, or 84.1%, from US\$43.6 million for the year ended December 31, 2008 to US\$7.0 million for the year ended December 31, 2009. The decrease was due to completion of sales at the Hefei Wangjiang Garden project, the only project in the Anhui segment. This project generated a gross profit of US\$2.6 million, or gross margin of 37.4% in the year ended December 31, 2009, and net operating income of US\$2.0 million in the year ended December 31, 2009, compared to net operating income of US\$11.8 million in the year ended December 31, 2008. The gross margin increased to 37.4% for the year ended December 31, 2009 from 30.1% for the year ended December 31, 2008, which mainly resulted from the increased selling price.

Chengdu, Sichuan. Total revenues increased by US\$52.5 million from US\$4.1 million for the year ended December 31, 2008 to US\$56.6 million for the year ended December 31, 2009. The increase was primarily due to our commencing sales of Chengdu Xinyuan Splendid I, the only project in the Chengdu, Sichuan segment, in September 2008. The project generated US\$8.8 million of gross profit and US\$6.2 million of net operating income for the year ended December 31, 2009, compared to US\$0.3 million of gross profit and US\$3.5 million of net operating loss for the year ended December 31, 2008. The loss in 2008 was mainly due to the payment of operating expenses prior to obtaining necessary selling permits at the beginning of the project.

Others. Other revenue of US\$6.9 million for the year ended December 31, 2009 consisted of real estate-related services including, among others, property management services, broadband network installation, landscaping services and consulting services. These services generated a gross profit of US\$1.4 million, or gross margin of 20.0%, in the year ended December 31, 2009, compared to a gross profit of US\$0.1 million in the year ended December 31, 2008. The increase primarily resulted from expanded operations from our property management services. Also included in Others were US\$6.4 million of operating expenses related to selling and distribution expenses and general and administrative expenses in our head office, compared to US\$12.3 million in the year ended December 31, 2008. The decrease primarily resulted from our efforts at cost controls.

Year Ended December 31, 2008 Compared to Year Ended December 31, 2007

Zhengzhou, Henan. Net revenues decreased by 45.4% from US\$98.5 million for the year ended December 31, 2007 to US\$53.7 million for the year ended December 31, 2008, primarily due to completed sales on Zhengzhou City Family, Zhengzhou Central Garden, East and Zhengzhou Central Garden West projects in 2008, resulting in reduced GFA delivery compared to 2007. The gross profit for the region was US\$10.2 million in 2008, representing a decrease of 78.8% as compared to US\$48.1 million in 2007. The operating loss was US\$5.3 million.

Jinan, Shandong. Net revenues increased by 58.7% from US\$77.9 million for the year ended December 31, 2007 to US\$123.5 million for the year ended December 31, 2008, primarily due to increased revenue from International City Garden, a project launched in 2007. The projects in this region include Jinan City Family and Jinan Elegant Scenery. These projects achieved a gross margin of US\$24.2 million, or 19.6%, in 2008, generating a net operating income of US\$19.9 million, compared to US\$10.5 million in 2007.

Suzhou, Jiangsu. Net revenues increased by 30.9% from US\$98.2 million for 2007 to US\$128.4 million for the year ended December 31, 2008, primarily due to increased revenue from Suzhou Colorful Garden, launched in 2007, and Suzhou International City Garden, launched in 2008. Due to an impairment charge and future estimated gross loss, totaling US\$76.8 million on the Suzhou International City Garden project, Suzhou suffered a combined negative gross margin of US\$48.3 million. The net operating loss was US\$56.9 million for 2008.

Hefei, Anhui. Net revenues increased by 37.8% from US\$31.7 million for 2007 to US\$43.7 million for the year ended December 31, 2008, due to increased revenue from the Hefei Wangjiang Garden project. This project generated a gross margin of US\$13.1 million, or 30.1%, in 2008, and a net operating income of US\$11.8 million in 2008, versus net operating income of US\$5.9 million in 2007.

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Chengdu, Sichuan. In 2007, we commenced operations in Chengdu by launching Chengdu Xinyuan Splendid I. For 2008, the project generated US\$4.1 million in revenue, gross profit of US\$0.3 million, and a net operating loss of US\$3.5 million.

Others. Other revenue of US\$3.2 million consisted of real estate related services including, among others, property management services, broadband network installation, landscaping services, and consulting services. These services generated a gross margin of US\$0.09 million, or 2.6%, in 2008. Also included in Others were US\$12.3 million of operating expenses related to selling and distribution expenses and general and administrative expenses in our head office.

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The status of each of our projects under construction and under planning as of December 31, 2009, which were accounted for using the percentage of completion method, are discussed below.

Chengdu Xinyuan Splendid I

As of December 31, 2009 the cumulative cost incurred on the project was US\$101.8 million relative to the total estimated cost of US\$151.1 million. In the year ended December 31, 2009, we had contract sales of US\$87.0 million with area sold of 120,225 square meters at an average selling price of US\$724 per square meter. Sales for this project began in September 2008 and cumulative contract sales through December 31, 2009 were US\$95.0 million with total area sold of 134,080 square meters.

We estimate that over the full life of the project we will achieve aggregate gross sales revenue of US\$189.4 million, or US\$179.9 million net of business tax, relative to the estimated total cost of US\$151.1 million, generating a gross margin of 16.0%.

Suzhou International City Garden

As of December 31, 2009 the cumulative cost incurred on the project was US\$156.5 million (net of impairment charges of US\$51.5 million) relative to the total estimated cost of US\$201.7 million. In the year ended December 31, 2009, we had contract sales of US\$55.0 million with area sold of 43,767 square meters at an average selling price of US\$1,258 per square meter. Cumulative contract sales through December 31, 2009 were US\$83.9 million with total area sold of 69,822 square meters.

We estimate that over the full life of the project we will achieve aggregate gross sales revenue of US\$278.1 million, or US\$262.7 million net of business tax, relative to the estimated total cost of US\$201.7 million, generating a gross margin of 23.2%.

Suzhou Lake Splendid

As of December 31, 2009 the cumulative cost incurred on the project was US\$118.6 million relative to the total estimated cost of US\$119.0 million. In the year ended December 31, 2009, we had contract sales of US\$5.6 million with area sold of 5,315 square meters at an average selling price of US\$1,052 per square meter. Cumulative contract sales through December 31, 2009 were US\$187.8 million with total area sold of 196,061 square meters.

We estimate that over the full life of the project we will achieve aggregate gross sales revenue of US\$188.5 million, or US\$178.2 million net of business tax, relative to the estimated total cost of US\$119.0 million, generating a gross margin of 33.2%.

Suzhou Colorful Garden

As of December 31, 2009 the cumulative cost incurred on the project was US\$73.0 million relative to the total estimated cost of US\$73.4 million. In the year ended December 31, 2009, we had contract sales of US\$37.3 million with area sold of 29,863 square meters at an average selling price of US\$1,249 per square meter. Cumulative contract sales through December 31, 2009 were US\$93.8 million with total area sold of 78,984 square meters.

We estimate that over the full life of the project we will achieve aggregate gross sales revenue of US\$95.6 million, or US\$90.3 million net of business tax, relative to the estimated total cost of US\$73.4 million, generating a gross margin of 18.7%.

Kunshan International City Garden

As of December 31, 2009 the cumulative cost incurred on the project was US\$226.8 million relative to the total estimated cost of US\$394.5 million. In the year ended December 31, 2009, we had contract sales of US\$196.0 million with area sold of 215,223 square meters at an average selling price of US\$911 per square meter. Sales for this project began in October 2008 and cumulative contract sales through December 31, 2009 were US\$205.3 million with total area sold of 226,569 square meters.

We estimate that over the full life of the project we will achieve aggregate gross sales revenue of US\$526.3 million, or US\$497.6 million net of business tax, relative to the total estimated cost of US\$394.5 million, generating a gross margin of 20.7%.

Jinan Elegant Scenery

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As of December 31, 2009 the cumulative cost incurred on the project was US\$59.2 million relative to total estimated cost of US\$59.2 million. In the year ended December 31, 2009, we had contract sales of US\$0.5 million with area sold of 555 square meters at an average selling price of US\$909 per square meter. Cumulative contract sales through December 31, 2009 were US\$76.2 million with total area sold of 100,181 square meters.

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We estimate that over the full life of the project we will achieve aggregate gross sales revenue of US\$76.2 million, or US\$72.0 million net of business tax, relative to the estimated total cost of US\$59.2 million, generating a gross margin of 17.8%.

Jinan International City Garden

As of December 31, 2009 the cumulative cost incurred on the project was US\$161.8 million relative to total estimated cost of US\$163.8 million.

In the year ended December 31, 2009, we had contract sales of US\$68.2 million with area sold of 86,908 square meters at an average selling price of US\$784 per square meter. Cumulative contract sales through December 31, 2009 were US\$207.3 million with total area sold of 261,907 square meters.

We estimate that over the full life of the project we will achieve aggregate gross sales revenue of US\$208.9 million, or US\$197.3 million net of business tax, relative to the total estimated cost of US\$163.8 million, generating a gross margin of 17.0%.

Zhengzhou Xinyuan Colorful Garden

As of December 31, 2009 the cumulative cost incurred on the project was US\$142.9 million relative to total estimated cost of US\$148.2 million.

In the year ended December 31, 2009, we had contract sales of US\$86.6 million with area sold of 97,851 square meters at an average selling price of US\$885 per square meter. Cumulative contract sales through December 31, 2009 were US\$128.3 million with total area sold of 144,850 square meters.

We estimate that over the full life of the project we will achieve aggregate gross sales revenue of US\$181.3 million, or US\$172.2 million net of business tax, relative to the estimated total cost of US\$148.2 million, generating a gross margin of 13.9%.

Zhengzhou Commercial Plaza

As of December 31, 2009 the cumulative cost incurred on the project was US\$25.5 million relative to total estimated cost of US\$25.5 million.

Cumulative contract sales through December 31, 2009 were US\$48.9 million with total area sold of 66,130 square meters. All occurred by December 31, 2009.

We estimate that over the full life of the project we will achieve aggregate gross sales revenue of US\$50.4 million, or US\$47.6 million net of business tax, relative to the estimated total cost of US\$25.5 million, generating a gross margin of 46.6%.

Hefei Wangjiang Garden

As of December 31, 2009 the cumulative cost incurred on the project was US\$62.3 million relative to the total estimated cost of US\$62.3 million. In the year ended December 31, 2009, we had contract sales of US\$0.3 million with area sold of 282 square meters at an average selling price of US\$999 per square meter. Cumulative contract sales through December 31, 2009 were US\$91.7 million with total area sold of 145,455 square meters.

We estimate that over the full life of the project we will achieve aggregate gross sales revenue of US\$92.0 million, or US\$86.8 million net of business tax, relative to the estimated total cost of US\$62.3 million, generating a gross margin of 28.2%.

The status of each of our projects under construction and under planning as of December 31, 2008, which were accounted for using the percentage of completion method, are discussed below.

Chengdu Xinyuan Splendid I

As of December 31, 2008 the cumulative cost incurred on the project was US\$80.6 million relative to the total estimated cost of US\$147.9 million. In the year ended December 31, 2008, we had contract sales of US\$7.9 million with area sold of 13,854 square meters at an average selling price of US\$568 per square meter. Sales for this project began in September 2008. Cumulative contract sales through December 31, 2008 were US\$7.9 million with total area sold of 13,854 square meters.

We estimated that over the full life of the project we would achieve aggregate gross sales revenue of US\$192.1 million, or US\$182.5 million net of business tax, relative to the total estimated cost of US\$147.9 million, generating a gross margin of 19.0%.

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Suzhou International City Garden

As of December 31, 2008 the cumulative cost incurred on the project was US\$128.2 million relative to the total estimated cost of US\$200.1 million. In the year ended December 31, 2008, we had contract sales of US\$28.3 million with area sold of 26,056 square meters at an average selling price of US\$1,088 per square meter. Cumulative contract sales through December 31, 2008 were US\$28.3 million with total area sold of 26,056 square meters.

We estimated that over the full life of the project we would achieve aggregate gross sales revenue of US\$273.2 million, or US\$258.0 million net of business tax, relative to the estimated total cost of US\$200.1 million, generating a gross margin of 22.5%.

Suzhou Lake Splendid

As of December 31, 2008 the cumulative cost incurred on the project was US\$115.0 million relative to the total estimated cost of US\$117.3 million. In the year ended December 31, 2008, we had contract sales of US\$32.1 million with area sold of 30,814 square meters at an average selling price of US\$1,043 per square meter. Cumulative contract sales through December 31, 2008 were US\$179.1 million with total area sold of 190,748 square meters.

We estimated that over the full life of the project we would achieve aggregate gross sales revenue of US\$184.2 million, or US\$174.2 million net of business tax, relative to the estimated total cost of US\$117.3 million, generating a gross margin of 32.6%.

Suzhou Colorful Garden

As of December 31, 2008 the cumulative cost incurred on the project was US\$66.5 million relative to the total estimated cost of US\$72.3 million. In the year ended December 31, 2008, we had contract sales of US\$51.6 million with area sold of 46,111 square meters at an average selling price of US\$1,118 per square meter. Cumulative contract sales through December 31, 2008 were US\$55.6 million with total area sold of 49,120 square meters.

We estimated that over the full life of the project we would achieve aggregate gross sales revenue of US\$88.5 million, or US\$83.6 million net of business tax, relative to the estimated total cost of US\$72.3 million, generating a gross margin of 13.6%.

Kunshan International City Garden

As of December 31, 2008 the cumulative cost incurred on the project was US\$197.6 million relative to the total estimated cost of US\$392.8 million. In the year ended December 31, 2008, we had contract sales of US\$9.2 million with area sold of 11,346 square meters at an average selling price of US\$808 per square meter. Sales for this project began in October 2008. Cumulative contract sales through December 31, 2008 were US\$9.2 million with total area sold of 11,346 square meters.

We estimated that over the full life of the project we would achieve aggregate gross sales revenue of US\$486.9 million, or US\$460.4 million net of business tax, relative to the total estimated cost of US\$392.8 million, generating a gross margin of 14.7%.

Jinan Elegant Scenery

As of December 31, 2008 the cumulative cost incurred on the project was US\$57.4 million relative to the total estimated cost of US\$58.2 million. In the year ended December 31, 2008, we had contract sales of US\$15.6 million with area sold of 18,711 square meters at an average selling price of US\$833 per square meter. Cumulative contract sales through December 31, 2008 were US\$74.4 million with total area sold of 99,170 square meters.

We estimated that over the full life of the project we would achieve aggregate gross sales revenue of US\$75.0 million, or US\$70.8 million net of business tax, relative to the estimated total cost of US\$58.2 million, generating a gross margin of 17.7%.

Jinan International City Garden

As of December 31, 2008 the cumulative cost incurred on the project was US\$127.1 million relative to the total estimated cost of US\$159.1 million. In the year ended December 31, 2008, we had contract sales of US\$192.3 million with area sold of 249,271 square meters at an average selling price of US\$771 per square meter. Cumulative contract sales through December 31, 2008 were US\$136.8 million with total area sold of

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284,306 square meters.

We estimated that over the full life of the project we would achieve aggregate gross sales revenue of US\$206.1 million, or US\$194.7 million net of business tax, relative to the estimated total cost of US\$159.1 million, generating a gross margin of 18.3%.

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Zhengzhou Xinyuan Colorful Garden

As of December 31, 2008 the cumulative cost incurred on the project was US\$114.3 million relative to the total estimated cost of US\$148.8 million. In the year ended December 31, 2008, we had contract sales of US\$40.9 million with area sold of 47,000 square meters at an average selling price of US\$871 per square meter. Cumulative contract sales through December 31, 2008 were US\$40.9 million with total area sold of 47,000 square meters.

We estimated that over the full life of the project we would achieve aggregate gross sales revenue of US\$160.5 million, or US\$152.5 million net of business tax, relative to the estimated total cost of US\$148.8 million, generating a gross margin of 2.4%.

Zhengzhou Commercial Plaza

As of December 31, 2008 the cumulative cost incurred on the project was US\$24.2 million relative to the total estimated cost of US\$26.1 million. In the year ended December 31, 2008, we had contract sales of US\$12.2 million with area sold of 15,157 square meters at an average selling price of US\$808 per square meter. Cumulative contract sales through December 31, 2008 were US\$48.1 million with total area sold of 66,089 square meters.

We estimated that over the full life of the project we would achieve aggregate gross sales revenue of US\$50.8 million, or US\$48.0 million net of business tax, relative to the estimated total cost of US\$26.1 million, generating a gross margin of 45.7%.

Hefei Wangjiang Garden

As of December 31, 2008 the cumulative cost incurred on the project was US\$57.4 million relative to the total estimated cost of US\$62.2 million. In the year ended December 31, 2008, we had contract sales of US\$28.7 million with area sold of 41,823 square meters at an average selling price of US\$687 per square meter. Cumulative contract sales through December 31, 2008 were US\$89.9 million with total area sold of 145,186 square meters.

We estimated that over the full life of the project we would achieve aggregate gross sales revenue of US\$90.9 million, or US\$85.8 million net of business tax, relative to the estimated total cost of US\$62.2 million, generating a gross margin of 27.6%.

Critical Accounting Policies

We prepare our consolidated financial statements in accordance with U.S. GAAP, which requires us to make judgments, estimates and assumptions that affect (i) the reported amounts of our assets and liabilities, (ii) the disclosure of our contingent assets and liabilities at the end of each reporting period and (iii) the reported amounts of revenues and expenses during each reporting period. We continually evaluate these estimates based on our own experience, knowledge and assessment of current business and other conditions, and our expectations regarding the future based on available information and reasonable assumptions, which together form our basis for making judgments about matters that are inherently uncertain. Since the use of estimates is an integral component of the financial reporting process, our actual results could differ from those estimates. Some of our accounting policies require a higher degree of judgment than others in their application.

When reading our financial statements, you should consider (i) our selection of critical accounting policies, (ii) the judgment and other uncertainties affecting the application of such policies and (iii) the sensitivity of reported results to changes in conditions and assumptions. We believe the following accounting policies involve the most significant judgments and estimates used in the preparation of our financial statements.

Revenue and cost recognition

We apply either of two different methods for revenue recognition, full accrual or percentage of completion, depending on the expected construction period. For a discussion on our policy on impairment of long-lived assets, see Operating Results Selected Statement of Operation Items Future losses and impairment charges and Impairment of long-lived assets .

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Full accrual method. Revenue from the sale of properties where the construction period, defined as the period from the construction permit award date to the unit delivery date, is expected to be 12 months or less, is recognized by the full accrual method when the sale is consummated and the unit has been delivered. A sale is considered to be consummated when the sales price has been paid, any permanent financing for which we are responsible has been arranged, all conditions precedent to closing have been performed, we do not have any substantial continuing involvement with the unit and the usual risks and rewards of ownership have been transferred to the buyer. Costs are recorded based on the ratio of the sales value of the relevant units completed and sold to the estimated total project sales value, multiplied by the estimated total project cost.

For these projects, our policy is that cash payments received from the buyer are recorded as a deposit liability and costs are capitalized as incurred, up to when the sale is consummated and the unit has been delivered.

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Delivery and closing take place only after the local government has certified that the building is completed and ready for habitation (comparable to a certificate of occupancy in the United States) and the following events have occurred:

The sales department has determined that the sales contract is signed, the sales tax invoice is properly issued, the purchaser is physically present and the purchaser's identification cards are checked;

All consideration has been paid by the purchaser; and

The unit has been inspected and accepted by the purchaser.

Percentage of completion method. Revenue from the sale of properties where the construction period is expected to be more than 12 months is recognized by the percentage of completion method on the sale of individual units based on the completion progress of a project, as described below.

We apply the percentage of completion method to projects with an expected construction period of over 12 months, not including any unforeseen delay or delays beyond our control. For these projects, our policy is that cash payments received from the buyers are initially recorded as customer deposits, and costs are capitalized as incurred.

Revenue and profit from the sale of these development properties are recognized by the percentage of completion method on the sale of individual units when the following conditions are met:

Construction is beyond a preliminary stage;

The buyer is committed to the extent of being unable to require a refund except for non-delivery of the unit;

Sufficient units have already been sold to assure that the entire property will not revert to rental property;

Sales prices are collectible; and

Aggregate sales proceeds and costs can be reasonably estimated.

Under the percentage of completion method, revenues from units sold and related costs are recognized over the course of the construction period, based on the completion progress of a project. In relation to any project, revenue is determined by calculating the ratio of incurred costs, including land use rights costs and construction costs, to total estimated costs and applying that ratio to the contracted sales amounts. Cost of sales is recognized by determining the ratio of contracted sales during the period to total estimated sales value, and applying that ratio to the incurred costs. Current period amounts are calculated based on the difference between the life-to-date project totals and the previously recognized amounts.

Our significant judgments and estimates related to applying the percentage of completion method include our estimates of the time necessary to complete the project, the total expected revenue and the total expected costs. The percentage of completion method requires us to re-evaluate our estimates of future revenues and costs on a quarterly basis project by project. Factors that are subject to uncertainties in our estimates include the expected future sales prices of the units, sales velocity rates and expected construction costs. These factors are subject to market conditions, including, but not limited to, availability of credit in the market for purchasers to obtain mortgage loans, commodities prices affecting construction materials, locations of future infrastructure improvements, and overall development in the immediate area surrounding the project and changes in governmental policies. Cumulative revenue is determined by multiplying cumulative contract sales proceeds by cumulative incurred cost divided by total estimated project costs. Cumulative cost of sales is calculated by multiplying cumulative incurred cost by

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cumulative contract sales divided by total estimated project revenue. Whenever we make changes to expected total project life profit margins, a catch-up adjustment must be made in the quarter of change to account for the difference between profits previously recognized using the previous profit margin estimate and the comparable profit using the new profit margin estimates. Further, if the updated profit margin indicates that we will have to sell units at a price less than our costs to develop them, we must recognize the full expected gross loss over the life of the project at that time regardless of whether the units have been sold. Additionally for such unprofitable projects we must also determine whether impairment exists, and, if so, write down the cost to the fair value of the project which, in turn, may be less than the basis after recognizing the effect of future losses.

For a further discussion on our policy on impairment of long-lived assets, see [Operating Results - Future losses and impairment charges](#) and [Impairment of long-lived assets](#) .

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Interest capitalization

We obtain loans from banks and we issue debt securities to finance projects and provide for working capital. We charge the borrowing costs related to working capital loans to interest expense when incurred and capitalize interest costs related to project developments as a component of the project costs.

The interest to be capitalized for a project is based on the amount of borrowings related specifically to such project. Interest for any period is capitalized based on the amounts of accumulated capital expenditures and the interest rate of the loans. Payments received from the pre-sales of units in the project are deducted in the computation of the amount of accumulated expenditures during a period. The interest capitalization period begins when expenditures have been incurred and activities necessary to prepare the asset (including administrative activities before construction) have begun, and ends when the project is substantially completed. Interest capitalized is limited to the amount of interest incurred.

The interest rate used in determining the amount of interest capitalized is the weighted average rate applicable to the project-specific borrowings. However, when accumulated expenditures exceed the principal amount of project-specific borrowings, we also capitalize interest on borrowings that are not specifically related to the project, at a weighted average rate of such borrowings.

Our significant judgments and estimates related to interest capitalization include the determination of the appropriate borrowing rates for the calculation, and the point at which capitalization is started and discontinued. Changes in the rates used or the timing of the capitalization period may affect the balance of property under development and the costs of sales recorded.

Income taxes

We have adopted the balance sheet approach for financial accounting and reporting for income taxes. We recognize:

the amount of taxes payable or refundable for the current fiscal year;

deferred tax assets and liabilities for the future tax consequences of events that have been recognized in our financial statements or tax returns; and

the difference between the taxes calculated based on our earnings at the statutory rates and the amounts charged by the local tax authorities based on our deemed earnings.

Our significant judgments and estimates include the allow-ability of deductible items for income tax purposes and other tax positions that we may take. Disagreements with the tax authorities could subject us to additional taxes, and possibly, penalties.

The minimum amount of future taxable income that would have to be generated to realize the deferred tax assets is US\$72.0 million. We believe that future pre-tax earnings for financial reporting purposes on existing projects are sufficient to generate that minimum amount of future taxable income.

Please see the more detailed discussion in note 12 to our consolidated financial statements included elsewhere in this annual report.

Share-based payments

Under SFAS No. 123(R) *Share-Based Compensation*, as codified in ASC 718, *Compensation-Stock Compensation* we are required to recognize share-based compensation as compensation expense based on the fair value of stock options and other equity awards on the date of the grant, with the compensation expense recognized over the requisite service period, which is generally the vesting period.

The fair value of each option is estimated on the date of grant using the Dividend Adjusted Black-Scholes option-pricing model that uses various assumptions including assumptions regarding an average risk-free rate of return, expected term of the options, volatility rate of our shares and dividend yield.

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The risk-free rate for periods within the expected life of the option is based on the implied yield rates of China International Bond denominated in U.S. dollars as of the valuation date. The expected life of options represents the period of time the granted options are expected to be outstanding. We have not paid dividends in the past nor do we expect to pay dividends in the foreseeable future, therefore the dividend yield is set as zero. Since our stock has a limited trading history, the expected volatility we used in our calculations was based on the historical volatilities of comparable publicly traded companies engaged in similar business. Changes in these assumptions, or the expected forfeiture rate of share-based payments, can have a significant effect on the valuation of the awards, and the amount of expenses recognized in our statement of operations.

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We have evaluated the available evidence about (a) asserted and unsettled income tax contingencies and (b) unasserted income tax contingencies caused by uncertain income tax positions taken in our current tax treatments or our income tax returns filed with national and local tax authorities in the PRC and foreign tax authorities. The liability recorded in the consolidated financial statements for these income tax contingencies represents management's estimate of the amount that is less than more likely than not to be upheld in an examination by the relevant taxing authorities, under the provisions of FIN 48 *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109, as codified in ASC 740-10, *Income Tax* (ASC 740-10).

Impairment of long-lived assets

We consider on a quarterly basis whether indicators of impairment of long-lived assets are present. These indicators include, but are not limited to, negative gross margins, decreases in the average selling price above 5% and increases in input costs above 5% related to the individual projects in each operating segment. The provisions of SFAS 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, as codified in ASC 360, *Property, Plant and Equipment* (ASC 360), require that a two-step impairment test be performed on long-lived assets. In the first step, we test for recoverability of the assets by determining whether the estimated undiscounted cash flows attributable to the assets in question are less than their carrying value. If the estimated undiscounted cash flows are greater than the carrying value, the long-lived assets are considered not impaired and we are not required to perform further testing. If the estimated undiscounted cash flows are less than the carrying value, we must perform the second step of the impairment test, which is to recognize an impairment loss based on the excess of the carrying amount of the assets over their respective fair values, if any. Our determination of fair value requires discounting the estimated cash flows for a project at a rate commensurate with the inherent risk associated with the related assets and estimated cash flows.

Both the undiscounted cash flows and the discount rate used in determining fair value are based on estimates. To project undiscounted cash flows, we use various factors as described above under *Future losses and impairment charges*, including the expected pace at which the planned units will be sold, the estimated net sales prices expected to be attained, and expected costs to be expended in the future, including, but not limited to, home construction, construction overhead, sales and marketing, sales taxes and interest costs. The discount rate used in determining each project's fair value depends on the stage of development, location and other specific factors that increase or decrease the risk associated with the estimated cash flows.

Recently Issued Accounting Pronouncements

In June 2009, the FASB issued authoritative guidance under ASC 105 (ASC 105), which establishes the FASB Accounting Standards Codification (Codification) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with generally accepted accounting principles. ASC 105 became effective for financial statements issued for interim periods ended after September 15, 2009. All content within the Codification carries the same level of authority. The adoption of ASC 105 had no effect on the Group's consolidated results of operations or financial position.

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)*, as codified in ASC 810, *Consolidation* (ASC 810). ASC 810 eliminates FASB Interpretation 46(R)'s exceptions to consolidating qualifying special-purpose entities, contains new criteria for determining the primary beneficiary of a variable interest entity, and increases the frequency of required reassessments to determine whether a company is the primary beneficiary of a variable interest entity.

ASC 810 is effective for annual reporting periods beginning after November 15, 2009. Earlier application is prohibited. ASC 810 will be effective for the Company's fiscal year beginning January 1, 2010. As the company currently does not consolidate its only VIE, and any reassessment of the VIE status would not require consolidation, management does not expect the adoption of ASC 810 to have a material impact on the Group's financial statement.

In August 2009, the FASB issued Accounting Standards Update No. 2009-5, *Fair Value Measurements and Disclosures (Topic 820) Measuring Liabilities at Fair Value*, (ASU 2009-5), which amends ASC 820 to provide additional guidance to clarify the measurement of liabilities at fair value in the absence of observable market information. ASU 2009-5 is effective for the Company beginning October 1, 2009. As the company does not record its liabilities at fair value, the adoption of ASU 2009-5 is not expected to have a material impact on the Company's consolidated financial position, results of operations and cash flows.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*, as codified in ASC 855, *Subsequent Events* (ASC 855) to establish general standards of accounting for and disclosure of subsequent events. ASC 855 renames the two types of subsequent events as recognized subsequent events or non-recognized subsequent events and modifies the definition of the evaluation period for subsequent events as events or transactions

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that occur after the balance sheet date, but before the financial statements are issued. ASC 855 is effective for interim or annual financial periods ending after June 15, 2009. The adoption of ASC 855 did not have a material impact on the Group's financial statement disclosures.

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In April 2009, the FASB issued FASB Staff Position No. FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments, as codified in ASC 825-10-65, Financial Instruments (ASC 825-10-65). ASC 825-10-65 requires a publicly traded company to include disclosures about the fair value of its financial instruments whenever it issues summarized financial information for interim reporting periods. ASC 825-10-65 are effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The adoption of ASC 825-10-65 did not have a material impact on the Group's consolidated results of operations or financial position.

In April 2009, the FASB released FASB Staff Position No. FAS 115-2 and FAS 124-2, Recognition and Presentation of Other-Than-Temporary Impairments, as codified in ASC 320-10-65, Investment-Debt and Equity Securities (ASC 320-10-65). ASC 320-10-65 was issued contemporaneously with ASC 820-10-65 and ASC 825-10-65. These statements introduced new disclosure requirements affecting both debt and equity securities and extend the disclosure requirements to interim periods including disclosure of the cost basis of securities classified as available-for-sale and held-to-maturity and provides further specification of major security types. ASC 320-10-65 is effective for fiscal years and interim periods beginning after June 15, 2009. The adoption of ASC 320-10-65 did not have a material impact on the Group's consolidated results of operations or financial position.

In January 2010, the FASB issued ASU 2010-06, Disclosures about Fair Value Measurements. ASU 2010-06, which amends ASC 820, provides for disclosure of the amount of significant transfers in or out of Level 1 and Level 2, the reasons for those transfers, as well as information in the Level 3 rollforward about purchases, sales, issuances and settlements on a gross basis. ASU 2010-06 is effective for interim and annual periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity on a gross basis, which is effective for all interim and annual periods beginning after December 15, 2010. Adoption of ASU 2010-06 is not expected to have a material effect on the Group's consolidated financial statements.

B. Liquidity and Capital Resources

To date, we have financed our operations primarily through cash flows from operations, construction loans from Chinese banks, and proceeds from issuances of equity and debt securities.

Cash Flows

	Year Ended December 31,		
	2007	2008	2009
	(US\$ in thousands)		
Net cash provided by (used in) operating activities	(174,675)	(243,598)	124,506
Net cash used in investing activities	(2,623)	(9,004)	(536)
Net cash provided by (used in) financing activities	448,405	66,676	(101,962)
Net increase/(decrease) in cash and cash equivalents	271,107	(185,926)	22,008
Effect of exchange rate changes on cash and cash equivalents	3,294	12,270	133
Cash and cash equivalents at beginning of year	34,914	309,315	135,659
Cash and cash equivalents at end of year	309,315	135,659	157,800

Operating Activities

Net cash provided by operating activities was US\$124.5 million for the year ended December 31, 2009, primarily attributable to US\$42.4 million in net income, a decrease in other receivables of US\$11.9 million, and a US\$74.8 million reduction in the balance of properties under development, as project input costs were reduced substantially in the year of 2009 to better match the GFA sales rate, partially offset by an increase in advances to suppliers of US\$19.0 million.

Net cash used in operating activities was US\$243.6 million for the year ended December 31, 2008, primarily attributable to increased property development spending. In addition, we incurred net cash outflows on increases in receivables, deposits, and prepayments offset by an increase in accounts payable to suppliers, all due to increased development activity.

Net cash used in operating activities was US\$174.7 million in 2007, primarily attributable to cash paid to acquire land use rights, an increase in accounts receivable, an increase in other deposits and prepayments, and a decrease in customer deposits and income tax payable. The increase in cash used in operating activities was partly offset by an increase in our accounts payable, other payables and accrued liabilities, and payroll and welfare payable. The increase in other deposits and prepayments was attributable to increased advance payments to vendors and construction

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service providers for new projects launched in Jinan, Suzhou, and Hefei for the year ended December 31, 2007. The increase in accounts payable was mainly due to higher payables to engineering and construction service providers, reflecting the expansion of real estate properties under construction in 2007.

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Proceeds from pre-sales of our properties under development are an important source of cash flow for our operations. PRC law allows us to pre-sell properties before their completion upon satisfaction of certain requirements and requires us to use the pre-sales proceeds to develop the particular project pre-sold. The amount and timing of cash flows from pre-sales are affected by a number of factors, including restrictions on pre-sales imposed by PRC law, market demand for our properties subject to pre-sales, prices at which we can pre-sell and the number of properties we have available for pre-sale. Any pre-sales payments we receive before we recognize revenue are recorded as current liabilities under customer deposits. At December 31, 2007, 2008 and 2009, we recorded current liabilities consisting of customer deposits of US\$25.3 million, US\$14.3 million and US\$10.9 million, respectively. We actively market pre-sales of our properties in accordance with regulations to accelerate cash in flow to the extent possible.

Investing Activities

Net cash used in investing activities was US\$0.5 million in the year ended December 31, 2009, and was mainly attributable to the purchase of office equipment.

Net cash used in investing activities was US\$9.0 million in the year ended December 31, 2008, and was mainly attributable to additions to properties held for lease on newly completed projects. These additions include parking facilities, recreation centers and others.

Net cash used in investing activities was US\$2.6 million in the year ended December 31, 2007, primarily attributable to US\$1.4 million we used in purchasing property and equipment.

Financing Activities

Net cash used in financing activities was US\$102.0 million in the year ended December 31, 2009, and was primarily attributable to repayment of short-term and long-term bank loans in the aggregate of US\$227.4 million, largely offset by proceeds from short-term and long-term bank loans in the aggregate of US\$100.9 million.

Net cash provided by financing activities was US\$66.7 million in the year ended December 31, 2008, was primarily attributable to proceeds of US\$105.0 million from long-term bank loans and US\$87.6 million from short-term loans, all denominated in RMB. Loan repayments totaled US\$119.9 million, of which US\$96.5 million was used for the repayment of short-term bank loans and US\$23.4 million for repayment of long-term bank loans.

Net cash provided by financing activities was US\$448.4 million in the year ended December 31, 2007, primarily attributable to proceeds of US\$262.9 million from our public offering, proceeds of US\$100.0 million from the issue of our floating rate notes and convertible notes, proceeds of US\$149.6 million from long-term bank loans, and proceeds of US\$50.6 million from short-term bank loans, partly offset by US\$35.0 million repayment of shareholders' loans, a US\$13.5 million increase of restricted cash, US\$26.6 million repayment of short-term bank loans and US\$30.4 million repayment of long-term bank loans.

Bank Borrowing

Bank borrowings are an important source of funding for our property developments. Our borrowings as of December 31, 2007, 2008 and 2009, respectively, were as follows.

	Year Ended December 31,		
	2007 (US\$)	2008 (US\$)	2009 (US\$)
Short-term bank loans	49,284,013	168,966,728	94,661,844
Long-term bank loans	137,858,336	105,006,877	53,015,436
Total	187,142,349	273,973,605	147,677,280

As of December 31, 2007, 2008, and 2009, the weighted average interest rate on our short-term bank loans was 6.66%, 7.54% and 5.46%, respectively. As of December 31, 2007, 2008, and 2009, our short-term bank loans were all denominated in Renminbi and were secured by our land use rights, real estate under development, certain property certificates and certain bank deposits.

As of December 31, 2007, 2008, and 2009, the weighted average interest rate on our long-term bank loans was 7.03%, 7.79% and 5.48%, respectively. As of December 31, 2007, 2008, and 2009, our long-term bank loans were all denominated in Renminbi and were secured by our

land use rights and real estate under development.

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Since June 2003, commercial banks have been prohibited under PBOC guidelines from advancing loans to fund the payment of land use rights. In addition, the PRC government also encourages property developers to use internal funds to develop their property projects. Under guidelines jointly issued by the Ministry of Housing and Urban-Rural Development and other PRC government authorities in August 2004, commercial banks in China are not permitted to lend funds to property developers with an internal capital ratio, calculated by dividing the internal funds available by the total capital required for the project, of less than 35%. These internal capital ratio requirements have limited the amount of bank financing that property developers, including us, are able to obtain.

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Shareholders Loan

On December 7, 2006, we borrowed a bridge loan in the principal amount of US\$35.0 million from Blue Ridge China and Equity International, both holders of our common shares. This loan bore interest at the rate of 12.5% per annum. In April 2007, we repaid the bridge loan using a portion of the net proceeds from the issuance and sale of floating rate notes.

Floating Rate Notes and Convertible Notes

In April 2007, we issued US\$75.0 million of floating rate notes and US\$25.0 million of convertible notes. The floating rate notes bear interest at a rate of six-month LIBOR plus 6.80% per annum and mature in April 2010. The convertible notes bear interest at a rate of 2% per annum and mature in April 2012. The holder of the convertible notes has the right, at its option, to convert the principal amount of the notes, or any portion of such principal amount which is a multiple of US\$100,000, into common shares at the conversion price in effect at such time. The holder of the convertible notes also has a right as of June 15, 2010 to demand us to repurchase the convertible notes at a cash price of 120% of the principal amount plus accrued and unpaid interest, unless we have exercised our redemption right to redeem such convertible notes upon a change in tax laws or regulation. See note 10 to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

The indentures for each of the floating rate notes and convertible notes contain financial and non-financial covenants, including covenants restricting our ability and the ability of our subsidiaries to incur additional debt or guarantees, make restricted payments or make capital expenditures in excess of specified amounts, or make certain restricted payments, including mortgage guarantees, if we have a consolidated interest expense coverage ratio, or interest coverage ratio, less than a specified threshold.

As previously disclosed, during 2009, we became aware we had not properly calculated the subsidiary debt to total tangible assets ratio and interest coverage ratio due to misinterpretations of certain definitions, which caused us to be in non-compliance with the subsidiary debt to total tangible assets ratio and the limitations on restricted payments and related provisions of the indentures. On August 21, 2009, we obtained waivers from the requisite noteholders under both indentures with respect to any and all defaults that have or may have occurred at any time directly or indirectly resulting from such non-compliance. The non-compliance does not trigger any cross-default of any other debt of our company or subsidiaries. In August 2009, we obtained the requisite approvals from the holders of floating rate notes and convertible notes, respectively, to amend certain indenture covenants and related definitions. As amended, each of the indentures require that we:

maintain a consolidated tangible net worth of at least US\$95.0 million from January 1, 2008 through December 31, 2008, US\$145.0 million from January 1, 2009 through December 31, 2009 and US\$195.0 million thereafter;

maintain an average daily cash balance of at least US\$20.0 million during the last 30 days of each quarter in the year ended December 31, 2008 and US\$30.0 million during the last 30 days of each quarter thereafter and the 15 calendar days preceding the stated maturity of the notes;

maintain a consolidated subsidiary debt to consolidated total tangible assets ratio, or subsidiary debt to total tangible assets ratio, of no more than 0.35 to 1.00 at all times;

maintain a working capital ratio of no less than 1.33 to 1.00 at all times;

may not make capital expenditure in excess of US\$1.5 million in 2008 and US\$2.5 million in each of 2009 and 2010; and

make certain restricted payments only if we have a consolidated interest expense coverage ratio, or interest coverage ratio, greater than 4.00 to 1.00 at the time of and after giving effect to the restricted payments.

These covenants and related definitions can be found in the applicable indentures as amended, each of which we have previously filed with the SEC.

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As of December 31, 2009, under the amended indentures, our consolidated tangible net worth was US\$445.6 million, our average daily cash balance was US\$198.0 million, our working capital ratio was 2.30 and our subsidiary debt to total tangible assets ratio was 0.08. Although our interest coverage ratio was 3.62, our restricted payments were well within the permitted thresholds under the indentures.

The floating rate notes and convertible notes are secured by a mortgage on our shares in our wholly owned Cayman subsidiary, which indirectly holds all of our assets and operations in China. The notes are also secured by the pledge of all of the Cayman subsidiary's shares in Xinyuan (China) Real Estate Ltd., or Xinyuan China, and the pledge of a loan from the Cayman subsidiary to Xinyuan China.

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Capital Expenditures

Our capital expenditures were US\$2.6 million, US\$9.0 million and US\$0.5 million in 2007, 2008 and 2009, respectively. Our capital expenditures in 2007, 2008 and 2009 were mainly used for acquisition of subsidiaries, building improvements, purchase of vehicles, fixtures and furniture and computer network equipments, and accumulation of properties held for lease related to newly completed projects. The source of our capital expenditures is primarily the cash flow generated from operating activities.

As of December 31, 2009, we had outstanding commitments with respect to non-cancelable construction contracts for real estate development and land use rights purchases in the amount of US\$376.3 million.

C. Research and Development, Patent and Licenses, etc.

Not applicable.

D. Trend Information

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the period from January 1, 2009 to December 31, 2009 that are reasonably likely to have a material adverse effect on our net revenues, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

E. Off-Balance Sheet Arrangements

As is customary in the property industry in China, we provide guarantees to commercial banks in respect of the mortgage loans they extend to our customers prior to the issuance of their property ownership certificates. These guarantees remain outstanding until the completion of the registration of the mortgage with the relevant mortgage registration authorities. In most cases, guarantees for mortgages on residential properties are discharged when we submit the individual property ownership certificates and certificates of other interests in the property to the mortgagee bank. In our experience, the application for and issuance of the individual property ownership certificates typically takes six to twelve months, so the guarantee periods typically last for up to six to twelve months after we deliver the related property.

As of December 31, 2007, 2008 and 2009, we guaranteed mortgage loans in the aggregate outstanding amount of US\$209.6 million, US\$384.0 million and US\$509.2 million, respectively.

Except for the contingent liabilities set forth above, we have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any transactions with unconsolidated entities, derivative contracts that are indexed to our shares and classified as shareholders' equity, or that are not reflected in our consolidated financial statements. Other than as described above, there are no off-balance sheet arrangements that have or are reasonably likely to have effect on our financial position.

We have no obligation arising out of a variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to us, or that engages in leasing, hedging, or research and development arrangements with us.

F. Tabular Disclosure of Contractual Obligations

As of December 31, 2009, our contractual obligations amounted to US\$641.9 million, primarily arising from contracted construction costs or other capital commitments for future property developments and debt obligations. The following table sets forth our contractual obligations for the periods indicated.

	Payments due by period				
	Total	less than 1 year	1-3 years	3-5 years	more than 5 years
	(US\$ in thousands)				
Long-term debt obligations:					
long-term bank loans	53,015		53,015		
interest on long-term bank loans(1)	6,262	2,943	3,319		
Short-term debt obligations					
Short-term bank loans	94,662	94,662			
interest on short-term debt obligations(2)	3,663	3,663			
convertible notes	25,000	25,000			
interest on convertible notes(3)	500	500			
floating rate notes	75,000	75,000			
interest on floating rate notes(4)	2,804	2,804			
Operating lease obligations	4,770	1,447	2,841	482	
Non-cancellable construction contract obligations	226,001	226,001			
Contracted land use rights obligations	150,259	150,259			
Total	641,936	582,279	59,175	482	

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- (1) Our long-term bank loans bear variable interest at rates adjustable based on the PBOC benchmark rate. Interest on long-term loans is calculated based on the current interest rate of each loan, ranging from 4.86% to 7.65% per annum, using the PBOC benchmark rate of 5.40% as of December 31, 2009.
- (4) Interest on short-term loans is calculated based on the fixed interest rates for relevant loans, ranging from 5.13% to 5.94% per annum.
- (3) Interest on floating rate notes is calculated at 6-month LIBOR as of September 30, 2009 plus 6.8% per annum. The applicable LIBOR rate was 0.60% as of December 31, 2009.
- (2) Interest on convertible notes is calculated at a rate of 2.00% per annum.

We have projected cash flows for each of our existing projects, considering a number of factors, including the relative stage of each of our projects under construction and our projects under planning and the demand for and the average selling prices of our projects. For any given project, we use cash early in the project life and generate cash later in the project life. Costs for land acquisition, site preparation, foundation, and early above ground framing are all incurred before we obtain licenses from local governing authorities to enter into pre-sales activity. The construction of many of our projects is carried out in phases, the timing of which is primarily determined by us based on the pace of the market demand for units in the project. Accordingly, after receiving the pre-sale permits relating to a project, we are able to control much of our construction activities to coincide with the timing of expected pre-sales.

We acquired in 2007 the land parcels for our three largest active projects, Kunshan International City Garden, Chengdu Xinyuan Splendid I and Suzhou International City Garden, and completed the majority of the construction activities on those projects in 2008. Accordingly, we incurred a significant portion of the cash outflows associated with those projects by the end of 2008. However, we only obtained our pre-sales permits and commenced pre-sales activities in September 2008, in the case of the Kunshan International City Garden and Chengdu Xinyuan Splendid I, and May 2008, in the case of the Suzhou International City Garden. As of the end of 2008, we achieved only limited cumulative pre-sales as a percentage of estimated total sales for these three projects. As of December 31, 2009, cumulative pre-sales as a percentage of estimated total sales was 39.0%, 50.2% and 30.2% for each of Kunshan International City Garden, Chengdu Xinyuan Splendid I and Suzhou International City Garden, respectively.

During the first half of 2009, our pre-sales, selling price and gross floor sales all showed positive trends, leading us to project improved cash flows. Given the improved cash flows and customer demand, we made our first land parcel acquisition since 2007 on September 25, 2009 with the auction purchase of a parcel of land with an estimated 77,000 square meters GFA in Zhengzhou for a consideration of US\$20.2 million. Subsequently, we acquired in the fourth quarter of 2009 four more parcels of land with an aggregate estimated GFA of 940,000 square meters in Zhengzhou, Jinan, and Xuzhou for an aggregate consideration of US\$320.8 million. The aggregate land premium consideration for the five parcels is US\$341.0 million. As of the end of December 2009, we had made scheduled land premium payments of US\$190.8 million, leaving US\$150.2 million of payments scheduled for late January 2010 (US\$17.2 million) and May 2010 (US\$133.1 million). As of December 31, 2009, we had sufficient cash balances on hand to make these remaining payments.

In addition to the scheduled land premium payments and other contractual obligations, our floating rate notes in the principal amount of US\$75.0 million will be due in April 2010 and the holder of our convertible notes in the principal amount of US\$25.0 million has the right to demand us to repurchase such convertible notes at 120% of the principal amount (plus accrued and unpaid interest) on June 15, 2010, unless we have exercised our redemption right to redeem such convertible notes upon a change in tax laws or regulations. We consider it probable that the convertible noteholder will exercise its put right on June 2010 and, accordingly, have classified the notes as a current obligation. We are in discussions about the possibility of refinancing \$30 million of the floating rate notes but cannot guarantee that any such refinancing will be completed. We believe our cash on hand, projected cash flow from operations, available construction loan borrowing capitals, and potential access to capital markets, should be sufficient to meet our expected cash requirements, including our short-term debt obligation and non-cancellable construction contract obligations that are due on various dates through December 2010. However, our ability to secure sufficient financing for land use rights acquisition and property development and repayment of our existing onshore and offshore debt obligations depends on a number of factors that are beyond our control, including lenders' perceptions of our creditworthiness, market conditions in the capital markets, investors' perception of our securities, the PRC economy and the PRC government regulations that affect the availability and cost of financing for real estate companies or the property purchasers.

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There can be no assurance that our internally generated cash flow and external financing will be sufficient for us to meet our contractual and financing obligations in a timely manner. We may require additional cash due to changing business conditions or other future developments, including any decline in cash flow from operations or any investments or acquisitions we may decide to pursue. In the event that proceeds from the sale of units for a project are insufficient to meet our contractual and financing obligations, we would need to raise the required funds through new borrowings, refinancing of existing borrowings, public or private sales of equity securities, or a combination of one or more of the above. We cannot assure you that we will be able to obtain adequate funding in a timely manner and on reasonable terms, or at all.

G. Safe Harbor

This Item 5. Operating and Financial Review and Prospects contains forward-looking statements that involve risks and uncertainties. All statements other than statements of historical facts are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.

You can identify these forward-looking statements by words or phrases such as may, will, expect, is expected to, anticipate, aim, estimate, intend, plan, believe, potential, continue, is/are likely to or other similar expressions or negatives of such expressions. These forward-looking statements include:

our anticipated growth strategies;

our future business development, results of operations and financial condition;

our expectations with respect to our ability to acquire adequate suitable land use rights for future development; and

our belief with respect to market opportunities in, and growth prospects of, Tier II cities in China.

We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. However, a number of known and unknown risks, uncertainties and other factors could affect the accuracy of these statements. Among the important factors to consider in evaluating our forward-looking statements are:

our ability to continue to implement our business model successfully;

our ability to secure adequate financing for our project development;

our ability to successfully sell or complete our property projects under construction and planning;

our ability to enter into new geographic markets and expand our operations;

our ability to maintain strict cost control;

the marketing and sales ability of our third-party sales agents;

our ability to obtain permits and licenses to carry on our business;

competition from other real estate developers;

the growth of the real estate industry in China, particularly Tier II cities;

fluctuations in general economic and business conditions in China;

fluctuations of interest rates in China; and

PRC laws, regulations and policies relating to real estate developers and the real estate industry in China.

You should read thoroughly this annual report and the documents that we refer to herein with the understanding that our actual future results may be materially different from and/or worse than what we expect. We qualify all of our forward-looking statements by these cautionary statements. Other sections of this annual report include additional factors which could adversely impact our business and financial performance, including the risks outlined in Item 3. Key Information D. Risk Factors. Moreover, we operate in an evolving environment. New risk factors emerge from time to time and it is not possible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

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This annual report also contains third party data relating to the real estate industry in China that includes projections based on a number of assumptions. The real estate industry in China may not grow at the rates projected by market data, or at all. The failure of this market to grow at projected rates may have a material adverse effect on our business and the market price of our ADSs. Furthermore, if one or more of the assumptions underlying the market data turns out to be incorrect, actual results may differ from the projections based on these assumptions. You should not place undue reliance on these forward looking statements.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES***A. Directors and Senior Management***

The following table sets forth information regarding our executive officers and directors as of the date of this annual report.

Name	Age	Position
Yong Zhang	46	Director, Chairman and Chief Executive Officer
Yuyan Yang	46	Director and Vice President
Thomas Gurnee	59	Director and Chief Financial Officer
Huai Chen	58	Independent Director
Yong Cui	35	Director
Christopher J. Fiegen	42	Independent Director
Yue (Justin) Tang	39	Independent Director
Thomas Wertheimer	69	Independent Director

Unless otherwise indicated, the business address of each director and executive officer is 27/F, China Central Place, Tower II, 79 Jianguo Road, Chaoyang District, Beijing, 100025, the People's Republic of China.

A description of the business experience and present position of each director and executive officer is provided below:

Yong Zhang founded our company in 1997 and is the Chairman of the board of directors and our Chief Executive Officer. Mr. Zhang has more than 20 years of working experience in the real estate industry. Prior to founding our company, he worked at several construction and property development companies, including Zhengzhou City Construction and Development Inc. and China Antai Real Estate Development Inc.

Mr. Zhang is also vice chairman of Henan Real Estate Association, a member of China Democratic National Construction Association and a deputy to the 11th People's Congress of Henan Province in China. Mr. Zhang received an executive master's degree in business administration from Tsinghua University in 2005 and a bachelor's degree in architecture from Henan Zhongzhou University in 1985. Mr. Zhang is married to Yuyan Yang, a director of our company and Vice President.

Yuyan Yang co-founded our company in 1997 with Mr. Yong Zhang. She is our director and Vice President. Ms. Yang has more than 10 years working experience in the real estate industry. Ms. Yang received a bachelor's degree in education management from Henan University in 1985. Ms. Yang received her executive master's degree in business administration at the National University of Singapore in May 2008. Ms. Yang is married to Yong Zhang, Chairman of our board of directors and Chief Executive Officer.

Thomas Gurnee was appointed to the board of directors of our company in December 2007 and as Chief Financial Officer in February 2009. Prior to joining Xinyuan, Mr. Gurnee was the Chief Financial Officer of GEM Services Inc., a semiconductor contract manufacturer based in China. Prior to that, Mr. Gurnee served as the president of Globitech Inc., a Texas-based epitaxial semiconductor wafer manufacturer, the Chief Financial Officer of Artest Inc., a California-based semiconductor test subcontractor, and the Chief Financial Officer of Sohu.com (NASDAQ: SOHU), a Beijing-based internet portal. He is also a member of the board of directors of eLong, Inc. and Longtop Financial Technologies Ltd. Mr. Gurnee obtained his bachelors degree from Stanford University and master's degree in business administration from the University of Santa Clara. His business address is 27/F, China Central Place, Tower II, 79 Jianguo Road, Chaoyang District, Beijing 100025.

Huai Chen was appointed as an independent director of our company in December 2007. Mr. Chen is the senior research fellow and director of the Policy Research Center of the MOHURD and was the deputy director of the Institute of Market Research under the PRC State Council's

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Development and Research Center. Mr. Chen was a visiting professor of Stanford University and Tokai University and has a doctorate from Renmin University of China. His business address is No. 9 Sanlihe Road, Beijing, PRC.

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Yong Cui has been our director since August 2006. With a doctorate degree in economics from Renmin University of China, Mr. Cui has extensive experience in corporate finance. He is a senior researcher at the Finance and Securities Institute of Renmin University of China and the executive president and a director of Beijing Huiye Huacheng Investment Consulting Co., Ltd. He is also a director of Beijing Gold Tide Biotechnology Co., Ltd. His business address is Room 1-117, 8 Banbi Road South, Haidian District, Beijing, PRC.

Christopher J. Fiegen is an independent director and has been on our board since August 2006. He was appointed to our board of directors by Equity International. Mr. Fiegen is Chief Portfolio Officer of Equity International. Mr. Fiegen has been associated with Equity International since its inception in 1999 and is primarily responsible for its investment portfolio management activity. He is also a director of several companies of which Equity International is an investor including Orascom Housing Communities, Shanghai Jingrui Properties Co., Ltd., Renaissance LifeCare PLC, Sanctuary Residences, and Shanghai Yupei Group Co., Ltd. In 1997, Mr. Fiegen joined Equity Group Investments, LLC, a privately-held investment company founded and led by Samuel Zell. Mr. Fiegen graduated from University of Michigan with a bachelor's degree in finance. His business address is Two North Riverside Plaza, Suite 700, Chicago IL 60606.

Yue (Justin) Tang is an independent director and has been on our board since August 2006. He is a co-founder of Blue Ridge China, a private equity fund formed in 2006 that invests in companies in China. He was appointed to our board of directors by Blue Ridge China. Mr. Tang was the co-founder of eLong, Inc., a leading online travel service company in China. From 2001 to 2006, Mr. Tang served as Chairman and CEO of eLong Inc., and in similar key executive positions at its predecessor company from 1999 to 2001. Prior to founding eLong, Mr. Tang held various positions in the financial services industry in the United States from 1993 to 1999. Mr. Tang studied at Nanjing University in China and received a bachelor's degree from Concordia College in the United States. His business address is 3701 Tower A, Beijing Fortune Plaza, No. 7 Dongsanhuan Rd., Beijing 100020 PRC.

Thomas Wertheimer was appointed as an independent director of our company in December 2007. Mr. Wertheimer was a highly experienced audit partner with PricewaterhouseCoopers, and is an expert in financial and accounting issues, including reporting to the SEC, executive compensation, foreign operations, hedging and derivatives. Mr. Wertheimer is a member of board of directors of two other public companies, Fiserv Inc. (NASDAQ: FISV) and Vishay Intertechnology, Inc. (NYSE: VSH). He was also a consultant to the Public Company Accounting Oversight Board (PCAOB). Mr. Wertheimer obtained his bachelor and master's degrees in business administration from the University of Cincinnati. His business address is 28 Wicklow Drive, Hilton Head Island, SC 29928.

B. Compensation

For the fiscal year ended December 31, 2009, we paid an aggregate compensation of US\$0.6 million in cash to our executive officers, including all directors, and we paid an aggregate of US\$0.2 million in compensation to our non-executive directors. As discussed above under Item 4. Information on the Company B. Business Overview Employees, we made contributions of US\$0.9 million to employee benefit plans for the fiscal year ended December 31, 2009.

Share Incentives

2007 Equity Incentive Plan

In August 2006, our shareholders agreed to allocate 6,802,495 common shares for our employee bonus scheme. In August 2007, we adopted our 2007 equity incentive plan to attract, retain and motivate key employees, directors and consultants of our company, our subsidiaries and our equity investee. Our plan provides for the grant of options to purchase our common shares. The maximum aggregate number of common shares which may be issued pursuant to all awards, including options, is 6,802,495 common shares, subject to adjustment to account for changes in the capitalization of our company. Our board of directors believes that our company's expansion plans and its long-term success is dependent upon our ability to attract and retain superior individuals who, by virtue of their ability, experience and qualifications, make important contributions to our business.

Termination. The terms of a participant's award are set forth in the participant's award agreement. Our board of directors, or any committee designated under it, will determine the terms and conditions of an award in the relevant award agreement. The duration of any award may not exceed ten years from the date of grant. If a participant's service with our company terminates for any reason, unless otherwise provided in the award agreement or determined by our board of directors, or any board committee designated by it, any outstanding unvested or vested but unexercised option granted to the participant will expire and be forfeited for no consideration on the date of the participant's termination of service. In the event any award under the plan expires, terminates, or is forfeited, the common shares underlying the award will revert to our company to be available for the purposes of the plan.

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Administration. Our 2007 equity incentive plan is administered by our board of directors, or any board committee designated by it. Our board of directors, or any designated committee, is authorized to interpret, establish or amend the plan at any time for any reason. They will determine the terms and conditions of any award, including, but not limited to, the exercise price for any option, restrictions and vesting conditions, including time-based vesting conditions and performance-based vesting conditions, forfeiture provisions and other applicable terms. In addition, they will also specify in the award agreement whether the option constitutes an incentive share option, or ISO, or a non-qualifying stock option. Awards under our 2007 equity incentive plan may also be awarded under certain performance-based criteria based on conditions our board of directors, or any designated committee, deems appropriate.

Option Exercise and Conditions. The consideration paid for our common shares upon exercise of an option or purchase of common shares underlying an award or option may be paid in cash or cash equivalents. Our board of directors may accept any form of legal consideration that satisfies Cayman Islands corporate law requirements regarding adequate consideration for options. Participation in our 2007 equity incentive plan may also be subject to certain terms and conditions, including, but not limited to, withholding tax arrangements and certain restrictions on transfer.

Amendment and Termination. Our board of directors, or any designated committee, is authorized to interpret the plan and to establish, amend, suspend or terminate the plan at any time for any reason. However, any amendment to increase the number of common shares available for issuance under the plan or materially change the class of persons who are eligible for grants under the plan is subject to approval by our shareholders. Our board of directors at any time may amend the terms of any award provided that the amendment does not impair the rights of a participant under an award, in which case, our board of directors would need the participant's consent.

On August 11, 2007, we granted share options awards to 346 directors, management, employees and consultants and employees of the equity investee for an aggregate of 6,802,495 common shares at a weighted average exercise price of US\$1.08. These options have various vesting periods ranging from four to 60 months.

The following table summarizes, as of December 31, 2009, the outstanding options that we granted to our current directors, executive officers, and other individuals as a group under our 2007 equity incentive plan.

Name	Common Shares	Exercise Price	Common Shares	Grant Date	Date of Expiration
	Underlying Options Granted	of Options Granted (US\$ per share)	Underlying Restricted Share Awards Granted (1)		
Yong Zhang	146,891	2.50		August 11, 2007	August 10, 2017
Yong Cui			172,223	August 11, 2007	August 10, 2017
Other employees and consultants(2) as a group	1,083,806	2.50	329,324	August 11, 2007	August 10, 2017

(1) All restricted share awards were granted at purchase price of US\$0.0001 per common share.

(2) None of these employees and consultants is a director or executive officer of our company.

2007 Long Term Incentive Plan

In November 2007, we adopted our 2007 long term incentive plan which provides for the grant of options, restricted shares, restricted stock units, stock appreciation rights and other stock-based awards to purchase our common shares. The maximum aggregate number of common shares which may be issued pursuant to all awards, including options, is 10 million common shares, subject to adjustment to account for changes in the capitalization of our company.

Termination. The terms of a participant's award are set forth in the participant's award agreement. Our board of directors, or any board committee designated by it, will determine the terms and conditions of an award in the relevant award agreement. The duration of any award may not exceed ten years from the date of grant. If a participant's service with our company terminates for any reason, unless otherwise provided in the award agreement or determined by our board of directors, or any designated committee, the unvested portion of any outstanding awards to the participant will be immediately forfeited without consideration, the vested portion of any outstanding restricted stock units or other stock-based awards will be settled upon termination and the participant will have a period of three months to exercise the vested portion of any outstanding options or stock appreciation rights.

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Administration. Our 2007 long term incentive plan is administered by our board of directors, or any board committee designated by it. Our board of directors, or any designated committee, is authorized to interpret, establish or amend the plan at any time for any reason. They will determine the terms and conditions of any award, including, but not limited to, the exercise price for any option, restrictions and vesting conditions, including time-based vesting conditions and performance-based vesting conditions, forfeiture provisions and other applicable terms. In addition, they will also specify in the award agreement whether the option constitutes an ISO, or a non-qualifying stock option. Awards under our 2007 long term incentive plan may also be awarded under certain performance-based criteria based on conditions our board of directors, or any designated committee, deems appropriate.

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Award Exercise and Conditions. The consideration paid for our common shares upon exercise of an option may be paid in cash or cash equivalents or, subject to prior approval by our board of directors in its discretion, shares, promissory note, irrevocable direction to sell or pledge shares and to deliver proceeds as payment, or any combination of the foregoing methods. The consideration paid for our common shares upon exercise of stock appreciation rights, restricted stock units and other stock-based awards may be paid in cash, shares or any combination thereof.

The restricted shares will be awarded for no additional consideration or such additional consideration as our board may determine satisfies Cayman Islands corporate law requirements. Each award of restricted shares will entitle the participant to all voting, dividends and other ownership rights in such shares, subject to any limitation on dividends rights specified in the award agreement. The participant will possess no incidents of ownership with respect to the shares underlying the restricted stock units granted. Participation in our 2007 long term incentive plan may also be subject to certain terms and conditions, including, but not limited to, withholding tax arrangements and certain restrictions on transfer.

Amendment and Termination. Our board of directors, or any designated committee, is authorized to interpret the plan and to establish, amend, suspend or terminate the plan at any time for any reason. However, any amendment to increase the number of common shares available for issuance under the plan, or materially change the class of persons who are eligible for grants under the plan is subject to approval by our shareholders. Our board of directors at any time may amend the terms of any award provided that the amendment does not impair the rights of a participant under an award, in which case, our board of directors would need the participant's consent.

On November 5, 2007 and July 1, 2008, we granted options under the 2007 long term incentive plan to our directors, management and key employees of both the Group and our equity investee for an aggregate of 2,801,844 common shares at the average exercise price of US\$6.48 per common share (or US\$12.96 per ADS). These awards have vesting periods of up to 36 months, and will expire no later than the 10th anniversary of the date of grant. The number of common shares underlying options granted to Yong Zhang and Yuyan Yang was 473,493 and 134,956, respectively.

On March 31, 2009, the Company granted options under the 2007 Plan to purchase up to 500,000 common shares to one employee, at an exercise price equal to the price of the grant date (US\$1.87 per share). These options have a weighted average grant date fair value of US\$1.255 per option, and a total expected compensation cost, net of expected forfeitures, of US\$564,750. These options have a vesting period based on length of service of 36 months and will expire no later than March 31, 2019.

On August 11, 2009, under the 2007 Plan, the Company granted share options to purchase up to 100,000 common shares to an employee, at an exercise price of US\$1.30 per share, which is below the market price of our common shares on the grant date (US\$2.71 per share). These options have a weighted average grant date fair value of US\$2.12 per option, and a total expected compensation cost, net of expected forfeitures, of US\$190,800. These options have vesting periods of 27 months and will expire no later than August 11, 2019.

The following table summarizes, as of December 31, 2009, the outstanding options that we granted to our current directors and executive officers and to other individuals as a group under our 2007 long term incentive plan.

Name	Common Shares	Exercise Price of	Grant Date	Date of Expiration
	Underlying Options Granted	Options Granted (US\$ per share)		
Yong Zhang	473,493	7.00	November 5, 2007	December 4, 2017
Yuyan Yang	134,956	7.00	November 5, 2007	December 4, 2017
Thomas Gurnee	500,000	1.87	March 31, 2009	March 30, 2019
Other employees as a group(1)	396,811	7.00	November 5, 2007	December 4, 2017
	180,000	2.975	July 1, 2008	June 30, 2018
	100,000	1.30	July 31, 2009	June 30, 2019

(1) None of these employees and consultants is a director or executive officer of our company.

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C. Board Practices

Our board of directors currently has eight directors, including one director appointed by Blue Ridge China and one director appointed by Equity International. Since our IPO in December 2007, Blue Ridge China and Equity International no longer have any rights to appoint directors to our board and the two directors designated by them will continue to be directors of our company only until their resignation or removal.

Committees of the Board of Directors

We have established three committees under the board of directors: the audit committee, the compensation committee and the corporate governance and nominating committee. We have adopted a charter for each of the three committees. Each committee's members and functions are described below.

Audit Committee. Our audit committee consists of Mr. Thomas Wertheimer and Mr. Huai Chen. On February 23, 2009, we appointed Mr. Thomas Gurnee as the company's Chief Financial Officer. At the time, Mr. Gurnee has been an independent member of our board of directors and member of our audit committee. Mr. Gurnee no longer satisfies the independence requirements of Section 303A of the NYSE Listed Company Manual. Accordingly, Mr. Gurnee resigned as of February 23, 2009 from our audit committee. Under Section 303A.06 of the NYSE Listed Company Manual, as a foreign private issuer, we are required to have an audit committee composed solely of independent directors. However, unlike U.S. listed companies, we are not required to have a minimum number of committee members. Mr. Wertheimer is the chairman of our audit committee. All of the current members of our audit committee satisfy the independence requirements of Section 303A of the Corporate Governance Rules of the NYSE and Rule 10A-3 under the Securities Exchange Act of 1934, as amended. Our board of directors has determined that Mr. Wertheimer qualifies as an audit committee financial expert under applicable SEC rules. The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

selecting the independent registered public accounting firm and pre-approving all auditing and non-auditing services permitted to be performed by the independent registered public accounting firm;

reviewing with the independent registered public accounting firm any audit problems or difficulties and management's response;

reviewing and approving all proposed related party transactions, as defined in Item 404 of Regulation S-K under the Exchange Act, regardless of the dollar amount involved in such transactions;

discussing the annual audited financial statements with management and the independent registered public accounting firm;

reviewing major issues as to the adequacy of our internal controls and any special audit steps adopted in light of material control deficiencies; and

meeting separately and periodically with management and the independent registered public accounting firm.

Compensation Committee. Our compensation committee consists of Mr. Yue (Justin) Tang, Mr. Christopher Fiegen, Mr. Thomas Wertheimer and Mr. Yong Cui. Mr. Tang is the chairman of our compensation committee. Mr. Tang, Mr. Fiegen and Mr. Wertheimer satisfy the independence requirements of Section 303A of the Corporate Governance Rules of the NYSE. The compensation committee assists the board in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and executive officers. Our Chief Executive Officer may not be present at any committee meeting during which his compensation is deliberated. The compensation committee is responsible for, among other things:

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reviewing and approving the total compensation package for our three most senior executives;

reviewing and recommending to the board the compensation of our directors; and

reviewing periodically and approving any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

Corporate Governance and Nominating Committee. Our corporate governance and nominating committee consists of Mr. Huai Chen, Mr. Yue (Justin)Tang, and Mr. Yong Cui. Mr. Chen is the chairperson of our corporate governance and nominating committee. Mr. Chen and Mr. Tang satisfy the independence requirements of Section 303A of the Corporate Governance Rules of the NYSE. The corporate governance and nominating committee assists the board of directors in selecting individuals qualified to become our directors and in determining the composition of the board and its committees. The corporate governance and nominating committee is responsible for, among other things:

identifying and recommending qualified candidates to the board for selection of directors, nominees for board of directors, or for appointment to fill any vacancy;

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reviewing annually with the board of directors the current composition of the board of directors with regards to characteristics such as independence, age, skills, experience and availability of service to us;

advising the board of directors periodically with regards to significant developments in the law and practice of corporate governance as well as our compliance with applicable laws and regulations, and making recommendations to the board of directors on all matters of corporate governance and on any remedial action to be taken; and

monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance.

Duties of Directors

Under Cayman Islands law, our directors have a fiduciary duty to act honestly in good faith with a view to our best interests. Our directors also have a duty to exercise the skill they actually possess with the care and diligence that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure compliance with our memorandum and articles of association. A shareholder has the right to seek damages if a duty owed by our directors is breached.

The functions and powers of our board of directors include, among others:

convening shareholders annual general meetings and reporting its work to shareholders at such meetings;

declaring dividends and distributions;

appointing officers and determining the term of office of officers;

exercising the borrowing powers of our company and mortgaging the property of our company; and

approving the transfer of shares of our company, including the registering of such shares in our share register.

Terms of Directors and Officers

Under our memorandum and articles of association, a director holds office until he resigns or otherwise vacates his office or is removed by our shareholders or directors. A director may be removed by special resolution passed by our shareholders before the expiration of such director's term. Officers are elected by and serve at the discretion of the board of directors.

D. Employees

We had 633, 645 and 482 full time employees as of December 31, 2007, 2008 and 2009, respectively. See Item 4. Information on the Company B. Business Overview Employees. None of our employees is represented by a labor union. We consider our relations with our employees to be good.

E. Share Ownership

The following table sets forth information with respect to the beneficial ownership of our common shares as of December 31, 2009, by:

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each of our directors and executive officers;

each person known to us to own beneficially more than 5% of our common shares; and

all of our directors and executive officers as a group.

	Shares Beneficially Owned(1)	
	Number	%
Directors and Executive Officers:		
Yong Zhang(2)	60,385,103	39.7
Yuyan Yang(3)	60,385,103	39.7
Yue (Justin) Tang(4)		
Christopher J. Fiegen(5)		
Yong Cui		
Thomas Wertheimer	3,000	*
Thomas Gurnee(6)	166,666	*
Huai Chen		
All directors and executive officers as a group(7)	120,939,872	79.2
Principal Shareholders:		
Blue Ridge China Partners, L.P.(8)	27,905,867	18.4
EI Fund II China, LLC(9)	18,603,912	12.2
FMR LLC (10)	12,316,300	8.1

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- * Upon exercise of all options granted, would beneficially own less than 1.0% of our outstanding ordinary shares.
- (1) Beneficial ownership includes voting or investment power with respect to the securities and, except as indicated below, each person named has sole voting and investment power with respect to the shares shown opposite his or her name. Beneficial ownership is determined in accordance with Rule 13d-3 of the General Rules and Regulations under the Exchange Act, pursuant to which a person or group of persons is deemed to have beneficial ownership of any shares of common stock that such person has the right to acquire within 60 days of December 31, 2009, the end of our fiscal year. The percentage of beneficial ownership is based on 151,688,262 common shares outstanding as of December 31, 2009. In addition, for purposes of computing the percentage of outstanding shares of common stock held by each person or group of persons named above, any shares which such person or persons had the right to acquire on or before March 1, 2010 are deemed to be outstanding but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.
 - (2) Includes 12,000,000 common shares owned by Yuyan Yang, Mr. Zhang's spouse, 101,216 common shares issuable upon the exercise of options exercisable within 60 days, which are held by Star World Finance Limited, a British Virgin Islands company wholly owned and controlled by Ms. Yang and 283,887 common shares issuable upon the exercise of options exercisable within 60 days, which are held by Shining Gold Trading Limited, a British Virgin Islands company wholly owned and controlled by Mr. Zhang. Mr. Zhang and Ms. Yang are deemed to be beneficial owners of each other's shares.
 - (3) Includes 48,000,000 common shares owned by Yong Zhang, Ms. Yang's spouse, 283,887 common shares issuable upon the exercise of options exercisable within 60 days, which are held by Shining Gold Trading Limited, a British Virgin Islands company wholly owned and controlled by Mr. Zhang and 101,216 common shares issuable upon the exercise of options exercisable within 60 days, which are held by Star World Finance Limited, a British Virgin Islands company wholly owned and controlled by Ms. Yang. Mr. Zhang and Ms. Yang are deemed to be beneficial owners of each other's shares.
 - (4) An entity controlled by Yue (Justin) Tang is a limited partner of the General Partner of Blue Ridge China Partners, L.P., or Blue Ridge China, giving Mr. Tang an indirect economic interest in a minority portion of the shares owned by Blue Ridge China. Such entity has certain veto rights, including with respect to Blue Ridge China's determinations as to making and disposing of investments. Mr. Tang disclaims beneficial ownership (having or sharing investment or voting control) in the Blue Ridge China shares, and disclaims any pecuniary interest in the Blue Ridge China shares except to the extent of his proportionate indirect interest in Blue Ridge China.
 - (5) Christopher J. Fiegen has an economic interest in a minority portion of the shares owned by EI Fund II China, LLC, or Equity International. Mr. Fiegen disclaims beneficial ownership in all of our shares owned by Equity International, except to the extent of his pecuniary interest therein.
 - (6) Represents common shares issuable upon the exercise of options exercisable within 60 days.
 - (7) Includes 101,216 common shares issuable upon the exercise of options exercisable within 60 days, which are held by Star World, 283,887 common shares issuable upon the exercise of options exercisable within 60 days, which are held by Shining Gold and 166,666 common shares issuable upon exercise of options exercisable within 60 days, which are held by Mr. Gurnee.
 - (8) The securities are beneficially owned by Blue Ridge China and by its general partner, Blue Ridge China Holdings, L.P., or BRCH, a Cayman Islands exempted limited partnership, and BRCH's general partner, Blue Ridge Capital Offshore Holdings LLC, or BRCOH, a New York limited liability company. John A. Griffin is the sole managing member of BRCOH and in that capacity directs its operations and (through BRCOH and BRCH) has voting and investment control over Blue Ridge China. Blue Ridge China, BRCH, BRCOH, and Mr. Griffin may therefore all be deemed to beneficially own such securities. BRCH's, BRCOH's, and Mr. Griffin's pecuniary interest in such securities is limited to its or his proportionate pecuniary interest in Blue Ridge China. The address of Blue Ridge China Partners, L.P. is c/o M&C Corporate Services Limited, P.O. Box 309GT, Uglund House, South Church Street, George Town, Grand Cayman, Cayman Islands.
 - (9) The securities are owned directly by EI Fund II China, LLC, which is owned by EI Fund II, LP. EI Fund II, GP LLC is the general partner of EI Fund II, LP with investment and voting control over this shares owned directly by EI Fund II China, LLC. EI Fund II, LP and EI Fund II GP, LLC are each owned by Equity International LLC, which may be deemed to have beneficial ownership of the shares directly owned by EI Fund II China, LLC. Samuel Zell, through several trusts for the benefit of Mr. Zell's family, has investment and voting control over EI Fund II China, LLC and may therefore be deemed to beneficially own such securities. Mr. Zell's and each such trust's pecuniary interest in such securities are limited to his or its proportionate pecuniary interest in EI Fund II China, LLC. Mr. Zell disclaims beneficial ownership of such shares. The address of EI Fund II China, LLC is Two North Riverside Plaza, Suite 700, Chicago, IL 60606.
 - (10) Based on information contained in a Schedule 13G filed with the SEC on February 12, 2010 by FMR LLC, Fidelity Management & Research Company (Fidelity), a wholly-owned subsidiary of FMR LLC and an investment adviser, is the beneficial owner of 12,316,300 common shares of as a result of acting as investment adviser to various investment companies. Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 12,316,300 shares owned by the Funds and may be deemed beneficial owners. Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement. Accordingly, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. The address of Fidelity is 82 Devonshire Street, Boston, Massachusetts 02109.

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ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

Please refer to Item 6. Directors, Senior Management and Employees E. Share Ownership.

There are two record holders in the U.S., including the depository for our ADSs, holding, collectively, 62.55% of our outstanding common shares.

B. Related Party Transactions

Restructuring and Share Exchange

On April 9, 2007, we entered into a Share Exchange and Assumption Agreement with Xinyuan Real Estate, Ltd., or Xinyuan Ltd., Mr. Yong Zhang, Ms. Yuyan Yang, Blue Ridge China and Equity International, pursuant to which Xinyuan Ltd. became our wholly owned subsidiary. As a part of the transaction, Mr. Yong Zhang and Ms. Yuyan Yang agreed to exchange their 48,000,000 and 12,000,000 common shares in Xinyuan Ltd., respectively, for an equivalent number of our newly issued shares of the same class.

As part of the transaction, Blue Ridge China agreed to exchange its 18,483,240 Series A preference shares, and 9,422,627 common shares of Xinyuan Ltd. for an equivalent number of equal class of our newly issued shares, and Equity International agreed to exchange its 12,322,160 Series A preference shares and 6,281,752 common shares of Xinyuan Ltd. for an equivalent number of equal class of our newly issued shares.

As part of the transaction, Xinyuan Ltd. cancelled warrants issued to Burnham Securities and Joel B. Gardner to purchase an aggregate of 1,853,172 common shares at a price of US\$0.81155 per share and we issued substantially similar warrants to Burnham Securities and Mr. Gardner. The holders of the Burnham warrants exercised all of their warrants on a net exercise basis prior to the completion of the IPO in December 2007 which resulted in the issuance to them of 1,638,323 common shares.

Shareholders Agreement

We entered into a shareholders agreement, dated as of April 9, 2007, with Blue Ridge China, Equity International, Mr. Yong Zhang, Ms. Yuyan Yang, Xinyuan Ltd., Burnham Securities and Mr. Gardner. The agreement was amended and restated on October 31, 2007. Under the terms of the amended and restated shareholders agreement, the following rights generally will apply:

Co-Sale Rights. Prior to December 12, 2010, if either Mr. Yong Zhang or Ms. Yuyan Yang proposes to transfer any common shares, he or she must provide us and the other parties to the agreement written notice detailing the number of common shares to be sold or transferred, the consideration to be paid, the name and address of each prospective purchaser or transferee, and a copy of the proposed transfer documents; provided, however, that this provision does not apply to any shares registered for resale on Form F-3. Within 30 days of such notification, Blue Ridge China, Equity International, Burnham Securities and Mr. Gardner have the right to participate in the sale on the same terms and conditions indicated in the notice. Their pro-rata share is the ratio of the sum of the number of securities held by Blue Ridge China, Equity International, Burnham Securities or Mr. Gardner that were issued pursuant to the Share Exchange and Assumption Agreement, on an as converted and as exercised basis, as the case may be.

Right of First Refusal on Common Shares by Certain Shareholders. If any shareholder party to the agreement, other than Mr. Yong Zhang or Ms. Yuyan Yang, desires to transfer all or any portion of its securities, the selling shareholder must first deliver to us a notice identifying the transferee and containing an offer to sell the shares to us at the same price, upon the terms as set forth in the proposed transfer. This right of first refusal does not apply to sales to the public.

Registration Rights. Blue Ridge China and Equity International are also entitled to certain registration rights, including demand registration, piggyback registration and Form F-3 registration.

Termination of Agreement. The shareholders agreement will terminate upon the expiration of any period of four consecutive weeks after our IPO in December 2007 during which the weekly trading volume in each such week of the common shares on the NYSE, Nasdaq or any applicable major international securities exchange exceeds one-half the number of common shares (on a fully diluted basis) then held by Blue Ridge China and Equity International.

Transactions with Jiantou Xinyuan

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We continue to hold a 45% equity interest in Jiantou Xinyuan, with the remaining 55% held by third-party partners. Under the joint venture contract, we and the other partners agree to share the profits according to our respective equity interest in Jiantou Xinyuan. In September 2009, we, through our wholly owned subsidiary, Henan Xinyuan, entered into the ETA with the third-party partners to acquire their 55% Equity. For further discussion, see Item 4. Information on the Company B. Business Overview Jiantou Xinyuan Projects.

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We extended loans to and paid real estate construction costs on behalf of Jiantou Xinyuan. As of December 31, 2009, we recorded balances due from Jiantou Xinyuan in the amount of US\$nil. In May and June 2007, we made two loans to Jiantou Xinyuan in the amount of US\$8.0 million and US\$8.0 million, respectively. These loans bore interest at the rate of 6.57% per annum and have fixed terms of one year. In July 2008, we extended a loan to Jiantou in the amount of US\$6.7 million, which bears an annual interest rate of 8.21% and it was paid off by Jiantou Xinyuan in July 2009.

Cash Advances

As of December 31, 2009, we recorded balances due from employees in the amount of US\$0.08 million as compared to US\$0.04 million for 2008, which mainly represented cash advances paid to employees for their traveling expenses.

Share Incentives

See Item 6. Directors, Senior Management and Employees B. Compensation Share Incentives for a description of share options and stock purchase rights we have granted to our directors, officers and other individuals as a group.

Consulting Agreement with Our Director

We entered into a consulting agreement with a consulting company that is beneficially owned by Yong Cui, one of our directors, in April 2005. Under this agreement, the consulting company agreed to provide certain financial consulting services to us. This consulting agreement was renewed in December 2006, under which we have agreed to pay an annual fee of RMB 240,000. This agreement will expire in April 2012.

Registration Rights

We have granted registration rights to the holders of our common shares, certain warrants and convertible notes or their assignees, some of which rights may have expired. These rights include (a) demand and Form F-3 registration rights to (i) the holders or assignees of our convertible notes and related warrants, and to (ii) Blue Ridge China and Equity International, and (b) piggyback registration rights to these parties and the holders of the common shares issued upon exercise of the Burnham warrants. We have registered most of the common shares for resale on a Form F-3 registration statement.

Review and Approval of Related Party Transactions

Pursuant to our audit committee charter, all transactions or arrangements with related parties, as such term is defined under Item 404 of Regulation S-K, including directors, executive officers, beneficial owners of 5% or more of our voting securities and their respective affiliates, associates and related parties, will require the prior review and approval of our audit committee, regardless of the dollar amount involved in such transactions or arrangements.

Employment Agreements

We have entered into employment agreements with all of our executive officers. Under these agreements, each of our executive officers is employed for a specified time period, except for Ms. Yong Zhang and Ms. Yuyan Yang who signed employment agreements with us without fixed terms. We may terminate employment with our executive officers for cause at any time for certain acts of the executive, including but not limited to a conviction of a felony, or willful gross misconduct by the employee in connection with his employment, and in each case if such acts have resulted in material and demonstrable financial harm to us. We may, with thirty-day prior written notice, terminate the executive's employment for (i) incompetency for his or her original position or any other position offered by us after his or her statutory medical period has expired; (ii) failure to perform his or her job satisfactorily after receiving training or being reassigned; or (iii) the parties cannot reach an agreement regarding terms related to the change of employment. Furthermore, an executive officer may terminate his or her employment at any time (i) during his or her probation period; (ii) if he or she is forced to work by violence, threats or illegal restriction of personal freedom; or (iii) if we fail to pay his or her compensation according to the term of employment agreement or to provide the employee with the proper working conditions. Upon termination, the employee is generally entitled to severance pay.

Each executive officer has agreed to hold, both during and subsequent to the terms of his or her agreement, in confidence and not to use, except in pursuant to his or her duties in connection with the employment, our confidential information, commercial secrets and know-how. We have also entered into confidentiality agreements and non-competition agreements with our executive officers.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

We have appended consolidated financial statements filed as part of this annual report.

Table of Contents*Dividend Policy*

We have never declared or paid dividends, nor do we have any present plan to pay any cash dividends on our common shares in the foreseeable future. We currently intend to retain our available funds and any future earnings to operate and expand our business.

Under our indentures for our floating rate notes and our convertible notes, we may not pay dividends unless our net income or cash flow exceeds specified thresholds and certain other conditions are satisfied. Assuming we are able, in accordance with these contractual arrangements, to pay dividends, any payment of dividends will still be subject to our board of directors' discretion and the form, frequency and amount of any dividend will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that the board of directors may deem relevant.

If we pay any dividends, we will pay our ADS holders to the same extent as holders of our common shares, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder. Cash dividends on our common shares, if any, will be paid in U.S. dollars.

B. Significant Changes

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

ITEM 9. THE OFFER AND LISTING*A. Offer and Listing Details*

Not applicable.

B. Plan of Distribution

Not applicable.

C. Markets

Our ADSs, each representing two of our common shares, have been listed on the NYSE since December 12, 2007. Our ADSs trade under the symbol XIN. The following table provides the high and low trading prices for our ADSs on the NYSE for the periods indicated.

Year	Trading Price	
	High US\$	Low US\$
2007 (starting from December 12, 2007)	18.00	12.00
2008	14.71	1.54
2009	7.65	2.43
Quarter		
First Quarter 2008	14.71	6.35
Second Quarter 2008	11.61	6.07
Third Quarter 2008	6.98	2.89
Fourth Quarter 2008	3.50	1.54
First Quarter 2009	5.59	2.43
Second Quarter 2009	7.65	3.60
Third Quarter 2009	7.40	3.77
Fourth Quarter 2009	5.49	3.65
First Quarter 2010 (through March 29, 2010)		
Month	4.82	3.31

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September 2009	5.68	3.77
October 2009	4.74	3.65
November 2009	5.49	4.00
December 2009	5.00	4.00
January 2010	4.82	3.90
February 2010	4.25	3.31
March 2010 (through March 29, 2010)	4.30	3.87

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D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

We incorporate by reference into this annual report our amended and restated memorandum and articles of association filed as Exhibit 3.2 to our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007.

C. Material Contracts

We have not entered into any material contracts in the year ended December 31, 2009 other than in the ordinary course of business and other than those described in Item 4. Information on the Company or elsewhere in this annual report on Form 20-F.

D. Exchange Controls

See Item 4. Information on the Company B. Business Overview Regulation Regulations on Foreign Currency Exchange.

E. Taxation

Cayman Islands Taxation

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or brought within the jurisdiction of the Cayman Islands. The Cayman Islands is not party to any double tax treaties. There are no exchange control regulations or currency restrictions in the Cayman Islands.

People's Republic of China Taxation

The PRC Corporate Income Tax Law, or the CIT Law, and the Implementation for the CIT Law issued by the PRC State Council, became effective as of January 1, 2008. The CIT Law provides that enterprises established outside of China whose de facto management bodies are located in China are considered resident enterprises and are generally subject to the uniform 25% corporate income tax rate as to their worldwide income (including dividend income received from subsidiaries). Under the Implementation for the CIT Law, a de facto management body is defined as a body that has material and overall management and control of the manufacturing and business operations, personnel and human resources, finances and treasury, and acquisition and disposition of properties and other assets of an enterprise. On April 22, 2009, the State Administration of Taxation issued the Notice on the Issues Regarding Recognition of Overseas Incorporated Domestically Controlled Enterprises as PRC Resident Enterprises Based on the De Facto Management Body Criteria, which was retroactively effective as of January 1, 2008. Under this notice, an overseas incorporated domestically controlled enterprise will be recognized as a PRC resident enterprise if it satisfies

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all of the following conditions: (i) the senior management responsible for daily production/ business operations are primarily located in the PRC, and the location(s) where such senior management execute their responsibilities are primarily in the PRC; (ii) strategic financial and personnel decisions are made or approved by organizations or personnel located in the PRC; (iii) major properties, accounting ledgers, company seals and minutes of board meetings and shareholder meetings, etc, are maintained in the PRC; and (iv) 50% or more of the board members with voting rights or senior management habitually reside in the PRC. However, it is still unclear whether PRC tax authorities would require (or permit) us to be treated as a PRC resident enterprise.

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Under the CIT Law and the *Implementation for the CIT Law*, PRC income tax at the rate of 10% is applicable to dividends payable to investors that are non-resident enterprises, which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends have their sources within the PRC. Similarly, any gain realized on the transfer of our ADSs by such investors is also subject to 10% PRC income tax if such gain is regarded as income derived from sources within the PRC. If we are considered a PRC resident enterprise, it is unclear whether dividends we pay with respect to our ADSs, or the gain you may realize from the transfer of our ADSs, would be treated as income derived from sources within the PRC and be subject to PRC tax. It is also unclear whether, if we are considered a PRC resident enterprise, holders of our ADSs might be able to claim the benefit of income tax treaties entered into between China and other countries.

U.S. Federal Income Taxation

Introduction

The following is a general discussion of certain U.S. federal income tax consequences of the ownership and disposition of the common shares or ADSs (evidenced by ADRs) by U.S. Holders (as defined below). This discussion applies only to U.S. Holders that hold the common shares or ADSs as capital assets.

This discussion is based on the Internal Revenue Code of 1986, as amended, or the Code, Treasury regulations promulgated thereunder, and administrative and judicial interpretations thereof, all as in effect on the date hereof and all of which are subject to change, possibly with retroactive effect, or to different interpretation.

This discussion does not address all of the tax considerations that may be relevant to specific U.S. Holders in light of their particular circumstances or to U.S. Holders subject to special treatment under U.S. federal income tax law (such as banks, other financial institutions, insurance companies, tax-exempt entities, retirement plans, regulated investment companies, partnerships, dealers in securities, brokers, U.S. expatriates, persons subject to the alternative minimum tax, persons who have acquired the shares or ADSs as part of a straddle, hedge, conversion transaction or other integrated investment, persons that have a functional currency other than the U.S. dollar or persons that own (or are deemed to own) 10% or more (by voting power) of our stock). If a partnership holds common shares or ADSs, the consequences to a partner will generally depend upon the status of the partner and upon the activities of the partnership. A partner of a partnership holding common shares or ADSs should consult its own tax adviser regarding the U.S. tax consequences of its investment in the common shares or ADSs through the partnership. This discussion does not address any U.S. state or local or non-U.S. tax considerations or any U.S. federal estate, gift or alternative minimum tax considerations.

As used in this discussion, the term U.S. Holder means a beneficial owner of the common shares or ADSs that is, for U.S. federal income tax purposes, (i) an individual who is a citizen or resident of the United States, (ii) a corporation, or other entity classified as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or of any state or political subdivision thereof or therein, including the District of Columbia, (iii) an estate, the income of which is subject to U.S. federal income tax regardless of the source thereof, or (iv) a trust with respect to which a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all of its substantial decisions, or certain electing trusts that were in existence on August 19, 1996 and were treated as domestic trusts on that date.

In general, for U.S. federal income tax purposes, a U.S. Holder of an ADS will be treated as the owner of the common shares represented by the ADSs and exchanges of common shares for ADSs, and ADSs for common shares, will not be subject to U.S. federal income tax.

INVESTORS SHOULD CONSULT THEIR TAX ADVISORS AS TO THE PARTICULAR TAX CONSIDERATIONS APPLICABLE TO THEM RELATING TO THE OWNERSHIP AND DISPOSITION OF THE COMMON SHARES OR ADSs, INCLUDING THE APPLICABILITY OF U.S. FEDERAL, STATE AND LOCAL TAX LAWS OR NON-U.S. TAX LAWS, ANY CHANGES IN APPLICABLE TAX LAWS AND ANY PENDING OR PROPOSED LEGISLATION OR REGULATIONS.

Dividends

Subject to the discussion below under *Passive Foreign Investment Company* and *Controlled Foreign Corporation*, the gross amount of any distribution made by us on the common shares or ADSs generally will be treated as a dividend includible in the gross income of a U.S. Holder as ordinary income to the extent of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles, when received by the U.S. Holder, in the case of common shares, or when received by the Depositary, in the case of ADSs. To the extent the amount of such distribution exceeds our current and accumulated earnings and profits as so computed, it will be treated first as a non-taxable return of capital to the extent of such U.S. Holder's adjusted tax basis in such common shares or ADSs and, to the extent the amount of such distribution exceeds such adjusted tax basis, will be treated as gain from the sale of such common shares or ADSs. We, however, may not calculate earnings and profits in accordance with U.S. tax principles. In this case, all distributions by us to U.S. Holders will generally be treated as dividends. The dividends will not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from other U.S. corporations.

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Certain dividends received by non-corporate U.S. Holders, including individuals, in taxable years beginning before January 1, 2011, generally will be subject to a maximum income tax rate of 15%. This reduced income tax rate is applicable to dividends paid by qualified foreign corporations and only with respect to common shares or ADSs held for a minimum holding period of at least 61 days during a specified 121-day period, and if certain other conditions are met. We are considered a qualified foreign corporation with respect to the ADSs because our ADSs are listed on the NYSE. Accordingly, subject to the discussions below under *Passive Foreign Investment Company* and *Controlled Foreign Corporation*, dividends paid by us with respect to the ADSs generally should be eligible for the reduced income tax rate. A qualified foreign corporation also includes a foreign corporation that is eligible for the benefits of certain income tax treaties with the United States. In the event that we are deemed to be a PRC resident enterprise under the CIT Law (see discussion under *People's Republic of China Taxation*), we may be eligible for the benefits of the income tax treaty between the United States and the PRC. If we are eligible for such benefits, dividends we pay on the common shares to non-corporate U.S. Holders, regardless of whether such shares are represented by ADSs, would be subject to a maximum income tax rate of 15%.

The U.S. Treasury Department has announced its intention to promulgate rules pursuant to which U.S. Holders of the common shares or ADSs and intermediaries through whom such common shares or ADSs are held will be permitted to rely on certifications from issuers to establish that dividends are treated as qualified dividends eligible for the reduced rate, described above. Because such rules have not yet been issued, it is not clear whether we will be in a position to comply with them. Investors should consult their tax advisors regarding the availability of the lower rate for dividends paid with respect to our ADSs or common shares.

Dividends paid by us will constitute income from sources outside the United States for U.S. foreign tax credit limitation purposes and will be categorized as *passive category income* or, in the case of certain U.S. Holders, as *general category income* for U.S. foreign tax credit purposes. Furthermore, a foreign tax credit for any PRC withholding taxes imposed on dividend paid on the common shares or ADSs may be disallowed, if the U.S. Holder has held such shares for less than a specified minimum period during which the U.S. Holder is not protected from risk of loss, or is obligated to make payments related to the dividends. The rules relating to the U.S. foreign tax credit are complex. U.S. Holders should consult their own tax advisors regarding the effect of these rules in their particular circumstance.

In the event that we are deemed to be a PRC resident enterprise under the CIT Law (see discussion under *People's Republic of China Taxation*), you may be subject to PRC withholding taxes on dividends paid to you with respect to the common shares or ADSs. Subject to generally applicable limitations, PRC withholding taxes on dividends, if any, may be treated as foreign taxes eligible for credit against your U.S. federal income tax liability. Investors should consult their tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

A distribution of additional common shares or ADSs to U.S. Holders with respect to their common shares or ADSs that is made as part of a pro rata distribution to all shareholders generally will not be subject to U.S. federal income tax.

Sale or Other Disposition of Ordinary common shares or ADSs

Subject to the discussion below under *Passive Foreign Investment Company* and *Controlled Foreign Corporation*, a U.S. Holder generally will recognize gain or loss for U.S. federal income tax purposes upon a sale or other disposition of the common shares or ADSs in an amount equal to the difference between the amount realized from such sale or disposition and the U.S. Holder's adjusted tax basis in such common shares or ADSs. Such gain or loss generally will be a capital gain or loss and will be long-term capital gain (taxable at a reduced rate for non-corporate U.S. Holders, including individuals) or loss if, on the date of sale or disposition, such common shares or ADSs were held by such U.S. Holder for more than one year. The deductibility of capital losses is subject to significant limitations. Any gain or loss on the sale or disposition will be treated as U.S. source income or loss for U.S. foreign tax credit limitation purposes.

In the event that we are deemed to be a PRC resident enterprise under the PRC tax law, you may be eligible for the benefits of the income tax treaty between the United States and the PRC. Under that treaty, if any PRC tax was to be imposed on any gain from the disposition of common shares or ADSs, the gain may be treated as PRC-source income. U.S. Holders are urged to consult their tax advisors regarding the tax consequences if a foreign withholding tax is imposed on a disposition of the common shares or ADSs, including the availability of the foreign tax credit under their particular circumstances.

Table of Contents*Controlled Foreign Corporation*

Special rules may apply to certain U.S. Holders if we are considered a CFC. A CFC is a foreign corporation in which U.S. Holders, who own directly, indirectly or constructively at least 10% of the voting power of the foreign corporation (each a U.S. 10% shareholder), collectively own more than 50% of the total combined voting power or total value of the corporation. Given our current ownership, there is a possibility that we may be a CFC in subsequent taxable years. In general, if we were a CFC for an uninterrupted period of 30 days or more during a taxable year, a U.S. 10% shareholder on the last day of our taxable year on which we were a CFC must include in income its pro rata share of our subpart F income and may be required to include in income its pro rata share of investment by us in U.S. property. Subpart F income includes, among other things, interest, dividends and other types of passive investment income. Further, if we were a CFC, some or all of the gain from the sale of our stock by a U.S. 10% shareholder may be characterized as ordinary income rather than capital gain and the taxation of distributions made by us to such a shareholder would be subject to special rules. The particular consequences of CFC status for a U.S. 10% shareholder cannot be determined until the last day of our taxable year on which we were a CFC. However, our status as a CFC would not affect the tax treatment of a U.S. Holder that is not a U.S. 10% shareholder. Investors should consult their own tax advisors to determine whether an ownership interest in us would cause them to become a U.S. 10% shareholder of our company or any of our subsidiaries and to determine the impact of such a classification.

Passive Foreign Investment Company

Based on the composition of our assets and income, we do not believe we were a PFIC in 2009 and do not expect to be a PFIC for U.S. federal income tax purposes with respect to our current taxable year or the foreseeable future. Our actual PFIC status for the current taxable year ending December 31, 2010 will not be determinable until after the close of the current taxable year ending December 31, 2010, and accordingly there is no guarantee that we will not be a PFIC for 2010 or any future taxable year. The determination of PFIC status is a factual determination that must be made annually at the close of each taxable year. Changes in the nature of our income or assets, or a decrease in the trading price of the common shares or ADSs, may cause us to be considered a PFIC in the current or any subsequent year. However, as noted above, there can be no certainty in this regard until the close of the 2010 taxable year.

In general, a non-U.S. corporation will be treated as a PFIC for U.S. federal income tax purposes in any taxable year in which either (i) at least 75% of its gross income is passive income or (ii) on average at least 50% of the value of its assets is attributable to assets that produce passive income or are held for the production of passive income. Passive income for this purpose generally includes, among other things, dividends, interest, royalties, rents and gains from commodities and securities transactions. Passive income does not include rents and royalties derived from the active conduct of a trade or business. If we own at least 25% (by value) of the stock of another corporation, we will be treated for purposes of the PFIC tests, as owning our proportionate share of the other corporation's assets and receiving our proportionate share of the other corporation's income. If we are a PFIC for any year during which you hold the common shares or ADSs, we generally will continue to be treated as a PFIC for all succeeding years during which you own such shares.

If we are a PFIC in any year during which a U.S. Holder owns the common shares or ADSs, such U.S. Holder may experience certain adverse tax consequences. Such U.S. Holder could be liable for additional taxes and interest charges upon (i) distributions received by the U.S. Holder on our common shares or ADSs during the year, but only to the extent that the aggregate of the distributions for the taxable year exceeds 125% of the average amount of distributions received by the U.S. Holder in the preceding three years, or (ii) upon a sale or other disposition of the common shares or ADSs at a gain, whether or not we continue to be a PFIC (each an excess distribution). The tax will be determined by allocating the excess distribution ratably to each day of the U.S. Holder's holding period. The amount allocated to the current taxable year and any taxable year with respect to which we were not a PFIC will be taxed as ordinary income (rather than capital gain) earned in the current taxable year. The amount allocated to other taxable years will be taxed at the highest marginal rates applicable to ordinary income for such taxable years and, in addition, an interest charge will be imposed on the amount of such taxes.

These adverse tax consequences may be avoided if the U.S. Holder is eligible to and does elect to annually mark-to-market the common shares or ADSs. If a U.S. Holder makes a mark-to-market election, such holder will generally include as ordinary income the excess, if any, of the fair market value of the ADSs or common shares at the end of each taxable year over their adjusted basis, and will be permitted an ordinary loss in respect of the excess, if any, of the adjusted basis of the ADSs or common shares over their fair market value at the end of the taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). Any gain recognized on the sale or other disposition of the ADSs or common shares will be treated as ordinary income. The mark-to-market election is available only for marketable stock, which is stock that is regularly traded in other than de minimis quantities on at least 15 days during each calendar quarter on a qualified exchange or other market, as defined in the applicable Treasury regulations. The ADSs are listed on the NYSE, and we expect, although no assurance can be given, that they will be regularly traded on the NYSE.

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A U.S. Holder's adjusted tax basis in the common shares or ADSs will be increased by the amount of any income inclusion and decreased by the amount of any deductions under the mark-to-market rules. If a U.S. Holder makes a mark-to-market election, it will be effective for the taxable year for which the election is made and all subsequent taxable years unless the common shares or ADSs are no longer regularly traded on a qualified exchange or the Internal Revenue Service consents to the revocation of the election. U.S. Holders are urged to consult their tax advisors about the availability of the mark-to-market election, and whether making the election would be advisable in their particular circumstances.

We do not intend to prepare or provide the information that would entitle U.S. Holders to make a qualified electing fund election.

If we are regarded as a PFIC, a U.S. Holder of common shares or ADSs must make an annual return on IRS Form 8621, reporting distributions received and gains realized with respect to these interests. The reduced tax rate for dividend income, as discussed above under **Dividends**, is not applicable to any dividends paid by a PFIC or amounts included in income under the mark-to-market election.

Investors should consult their own tax advisors regarding the U.S. federal income tax consequences of an investment in a PFIC.

Backup Withholding Tax and Information Reporting Requirements

Dividend payments made to U.S. Holders and proceeds paid from the sale or other disposition of their common shares or ADSs may be subject to information reporting to the Internal Revenue Service and possible U.S. federal backup withholding at a current rate of 28%. Certain exempt recipients (such as corporations) are not subject to these information reporting requirements. Backup withholding will not apply to a U.S. Holder who furnishes a correct taxpayer identification number and makes any other required certification, or who is otherwise exempt from backup withholding. U.S. Holders who are required to establish their exempt status generally must provide IRS Form W-9 (Request for Taxpayer Identification Number and Certification).

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a U.S. Holder's U.S. federal income tax liability. A U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the Internal Revenue Service in a timely manner and furnishing any required information.

Investors should consult their own tax advisors as to their qualification for an exemption from backup withholding and the procedure for obtaining this exemption.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We are subject to the periodic reporting and other informational requirements of the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the SEC. Specifically, we are required to file annually a Form 20-F no later than six months after the close of each fiscal year, which is December 31. Copies of reports and other information, when so filed, may be inspected without charge and may be obtained at prescribed rates at the public reference facilities maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C.

20549. The public may obtain information regarding the Washington, D.C. Public Reference Room by calling the Commission at 1-800-SEC-0330. The SEC also maintains a web site at www.sec.gov that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

I. Subsidiary Information

For a listing of our subsidiaries, see **Item 4. Information on the Company C. Organizational Structure**.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss related to adverse changes in market prices, including interest rate and foreign exchange rates of financial instruments. We are exposed to various types of market risks in the normal course of business. We have not in the past used derivatives to manage our exposure to market interest rate risk or foreign exchange risk. The following discussion and analysis, which involves forward-looking statements that involve risk and uncertainties, summarizes our exposure to different market risks.

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All of our revenues are denominated in RMB. However, we have substantial U.S. dollar denominated obligations, including the obligation to pay interest and principal on the floating rate notes and convertible notes. Accordingly, any significant fluctuation between the RMB and the U.S. dollar could expose us to foreign exchange risk. We do not currently hedge our exchange rate exposure. We evaluate such risk from time to time and may consider engaging in hedging activities in the future to the extent we deem appropriate. Such hedging arrangements may require us to pledge or transfer cash and other collateral to secure our obligations under the agreements, and the amount of collateral required may increase as a result of mark-to-market adjustments.

The RMB is not a freely convertible currency. The PRC government may take actions that could cause future exchange rates to vary significantly from current or historical exchange rates. The conversion of RMB into foreign currencies, including U.S. dollars, has been based on rates set by the PBOC. On July 21, 2005, the PRC government changed its previous policy of pegging the value of the RMB to the U.S. dollar. Under the new policy, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. Since July 21, 2005, this change in policy has resulted in an approximately 17.5% appreciation of the RMB against the U.S. dollar by December 31, 2009. There remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which could result in a further and more significant appreciation of the RMB against the U.S. dollar. Any appreciation of the RMB against the U.S. dollar or any other foreign currencies would make any new RMB-denominated investments or expenditures more costly to us, to the extent that we need to convert foreign currencies into RMB for such purposes. Any significant depreciation in the exchange rates of the RMB against the U.S. dollar could adversely affect the value of our dividends, which would be funded by RMB but paid in U.S. dollars. There can be no assurance that any future movements in the exchange rate of the RMB against the U.S. dollar or other foreign currencies will not adversely affect our results of operations and financial condition (including our ability to pay dividends). A significant depreciation in the RMB against major foreign currencies may have a material adverse impact on our results of operations, financial condition and share price because our reporting currency is U.S. dollars and our ADSs are expected to be quoted in U.S. dollars, whereas our revenues, costs and expenses are denominated in RMB.

We generated net foreign exchange gain of US\$0.1 million in the year ended December 31, 2009, which represented the exchange difference arising from the translation of U.S. dollar-denominated long-term debt in the amount of US\$71 million into RMB using the exchange rate effective at the balance sheet date. The exchange gain was recognized in the statement of operations for the year ended December 31, 2009.

Interest Rate Risk

We are subject to market risks due to fluctuations in interest rates and refinancing of short-term debt. Our cost of financing is sensitive to fluctuations in interest rates. Our bank borrowings and the floating rate notes bear interest at variable rates, and an increase in interest rates would increase our costs thereunder. Our net income is affected by changes in interest rates as a result of the impact such changes have on interest income from, and interest expense on, short-term deposits and other interest-bearing financial assets and liabilities. In addition, our sales are also sensitive to fluctuations in interest rates. An increase in interest rates would adversely affect our prospective purchasers' ability to obtain financing and depress the overall housing demand. Higher interest rates, therefore, may adversely affect our revenues, gross profits and net income, and our ability to raise and service debt and to finance our developments.

Our indebtedness consists primarily of short-term and long-term bank borrowings, the floating rate notes and the convertible notes. As of December 31, 2009, we had US\$94.7 million of short-term bank borrowings, including US\$19.1 million of short-term bank loans and US\$75.6 million of long-term loans due within one year, all of which are denominated in RMB and bear interest rates ranging from 5.13% per annum to 5.94% per annum, with a weighted average interest rate at such date of 5.46%. All of the short-term loans bear interest at fixed rates. All current portion of long-term bank loans bear floating interest rates, which should be adjusted based on PBOC benchmark rates in the range of 95% to 110% in the following years. The PBOC regulates the interest rates of our Renminbi-denominated borrowings. The PBOC-published benchmark one-year lending rates in China, which directly affect the property mortgage rates offered by commercial banks in China, as at December 31, 2007, 2008 and 2009 were 7.47%, 5.31% and 5.31%, respectively. The floating rate notes and the convertible notes are denominated in U.S. dollars. The floating rate notes bear interest at a floating rate based on six-month LIBOR plus 6.8%. The convertible notes bear interest at 2% per annum, which is payable on a semi-annual basis on April 15 and October 15 each year. As of December 31, 2009, the principal amount of our aggregate outstanding variable rate debt, including long-term bank loans and floating rate notes, was US\$135.3 million. A hypothetical 1% increase in annual interest rates would increase our interest cost by approximately US\$1.4 million per year based on our debt level at December 31, 2009.

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Credit Risk

We provide guarantees to mortgage lending banks in respect of the mortgage loans provided to the purchasers of our properties up until completion of the registration of the mortgage with the relevant authorities, which generally occurs within six to 12 months after the purchaser takes possession of the relevant properties. If a purchaser defaults under the loan while our guarantee is in effect and we repay all debt owed by the purchaser to the mortgagee bank under the loan, the mortgagee bank must assign its rights under the loan and the mortgage to us and, after the registration of the mortgage, we will have full recourse to the property. In line with what we believe is industry practice, we do not conduct independent credit checks on our customers but rely on the credit checks conducted by the mortgagee banks.

As of December 31, 2009, we had guaranteed mortgages in the principal amount of US\$509.2 million. If a purchaser defaults on the payment of its mortgage during the term of the guarantee, the mortgage lending bank may require us to repay the outstanding amount under the loan plus any accrued interest. In this event, although we are able to retain the customer's deposit and sell the property to recover any amounts paid by us to the bank, there can be no assurance that we would be able to sell the property at a price equal to or greater than the amount necessary to pay off the defaulting purchaser's outstanding loan amount and any accrued interest thereon.

As of December 31, 2009, our cash and cash equivalents totaled US\$157.8 million and restricted cash totaled US\$40.2, predominately deposited in accounts maintained with state-owned bank within the PRC. We have not experienced any losses in such accounts and management believes it is not exposed to any risks on its cash in bank accounts.

Inflation

Inflation has not had a significant effect on our business during the past three years. According to the National Bureau of Statistics of China, China's overall national inflation rate, as represented by the general consumer price index, was approximately 4.8%, 5.9% and -0.7% in 2007, 2008 and 2009, respectively. Deflation could negatively affect our business as it would be a disincentive for prospective property buyers to make a purchase. As of the date of this annual report, we have not been materially affected by any inflation or deflation.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

D. American Depositary Shares

Our common shares, in the form of ADSs, each representing two common shares, are listed on the NYSE. JPMorgan Chase Bank, N.A. serves as the depositary for the ADSs.

The depositary may charge each person to whom ADSs are issued, including, without limitation, issuances against deposits of shares, issuances in respect of share distributions, rights and other distributions, issuances pursuant to a stock dividend or stock split declared by us or issuances pursuant to a merger, exchange of securities or any other transaction or event affecting the ADSs or deposited securities, and each person surrendering ADSs for withdrawal of deposited securities in any manner permitted by the deposit agreement, US\$5.00 for each 100 ADSs (or any portion thereof) issued, delivered, reduced, cancelled or surrendered, as the case may be.

The depositary may charge the following the additional amounts to ADR holders:

a fee of US\$1.50 per ADR or ADRs for transfers of certificated or direct registration ADRs;

a fee of US\$0.02 or less per ADS (or portion thereof) for any cash distribution made pursuant to the deposit agreement;

a fee of US\$0.05 per ADS (or portion thereof) per calendar year for services performed by the depositary in administering our ADR program;

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any other charge payable by any of the depositary, any of the depositary's agents, including, without limitation, the custodian, or the agents of the depositary's agents in connection with the servicing of our shares or other deposited securities;

a fee for the distribution of securities (or the sale of securities in connection with a distribution), such fee being in an amount equal to the fee for the execution and delivery of ADSs which would have been charged as a result of the deposit of such securities (treating all such securities as if they were shares) but which securities or the net cash proceeds from the sale thereof are instead distributed by the depositary to those holders entitled thereto;

stock transfer or other taxes and other governmental charges;

cable, telex and facsimile transmission and delivery charges incurred upon request of an ADR holder;

transfer or registration fees for the registration of transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities;

expenses of the depositary in connection with the conversion of foreign currency into U.S. dollars; and

such fees and expenses as are incurred by the depositary (including without limitation expenses incurred in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in delivery of deposited securities or otherwise in connection with the depositary's or its custodian's compliance with applicable laws, rules or regulations.

The fees described above may be amended from time to time.

The depositary collects its fees for issuance and cancellation of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions, or by directly billing investors, or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide services to any holder until the fees and expenses owing by such holder for those services or otherwise are paid.

ADR holders must pay any tax or other governmental charge payable by the custodian or the depositary on any ADS or ADR, deposited security or distribution. If an ADR holder owes any tax or other governmental charge, the depositary may (i) deduct the amount thereof from any cash distributions, or (ii) sell deposited securities and deduct the amount owing from the net proceeds of such sale. In either case the ADR holder remains liable for any shortfall. Additionally, if any tax or governmental charge is unpaid, the depositary may also refuse to effect any registration, registration of transfer, split-up or combination of deposited securities or withdrawal of deposited securities (except under limited circumstances mandated by securities regulations). If any tax or governmental charge is required to be withheld on any non-cash distribution, the depositary may sell the distributed property or securities to pay such taxes and distribute any remaining net proceeds to the ADR holders entitled thereto.

The depositary may remit to us all or a portion of the depositary fees charged for the reimbursement of certain of the expenses we incur in respect of the ADS program established pursuant to the deposit agreement upon such terms and conditions as we may agree from time to time.

In the year ended December 31, 2009, the depositary reimbursed us US\$389,050 with respect to certain fees and expenses. In addition, the depositary waived an aggregate of US\$255,000 in maintenance fees due for 2009 in respect of the deposit agreement.

The table below sets forth the types of expenses that the depositary has agreed to reimburse and the amounts reimbursed in 2009.

Category of Expenses	Amount Reimbursed in the Year Ended December 31, 2009
Listing fees	\$ 43,120
Investor relations marketing	37,800

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Legal fees	148,790
Broker reimbursement	101,800
Director and officer insurance	149,160
Total	\$ 389,050

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures within the meaning of Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of the end of the period covered by this report. Based on such evaluation, our management has concluded that, as of the end of the period covered by this annual report, our disclosure controls and procedures were effective, to ensure that information required to be disclosed by our company in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time period specified in the Securities and Exchange Commission rules and forms, and (ii) accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During the year ended December 31, 2009, we implemented certain changes to our internal controls that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. To remediate the material weakness in our internal controls over financial reporting that existed at the end of 2008, we have made several improvements starting with implementing multi-level and cross-departmental review procedures on percentage of completion, taxes, debt covenant compliance and other critical accounting issues. We replaced and added personnel with sufficient U.S. GAAP competence to improve our finance and accounting department and the quality of our US GAAP accounting books and records, primarily in the area of revenue recognition and deferred tax. We also provided additional training and cross-training to our existing personnel, including areas of new and emerging accounting standards. In addition, we enhanced our accounting and finance policy and procedure manuals to provide guidance to our finance and accounting department, and a level of competence and continuity in the event of future employee turnover.

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Report of Management on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined under Rule 13a-15 and 15d-15 of the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reports and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financials.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework* issued by the Committee on Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control-Integrated Framework*, our management concluded that, as of December 31, 2009, our internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP.

The effectiveness of our internal control over financial reporting as of December 31, 2008 has been audited by Ernst & Young Hua Ming, an independent registered public accounting firm, as stated in their attestation report thereon which appears herein.

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders of Xinyuan Real Estate Co., Ltd.

We have audited Xinyuan Real Estate Co., Ltd. s and subsidiaries (the Company) internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Company s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control over Financial Reporting . Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Xinyuan Real Estate Co, Ltd. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Xinyuan Real Estate Co., Ltd and subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of operations, changes in shareholders equity, and cash flows for each of the three years in the period ended December 31, 2009 and our report dated March 31, 2010 expressed an unqualified opinion thereon.

/s/ Ernst & Young Hua Ming

Ernst & Young Hua Ming

Shanghai, The People's Republic of China

March 31, 2010

PART III

ITEM 16. [RESERVED]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Thomas Wertheimer, one of our independent directors and the chairman of our audit committee, qualifies as an audit committee financial expert under applicable SEC rules.

ITEM 16B. CODE OF ETHICS

Our board of directors has adopted a code of business conduct and ethics that pertains to our directors, officers and employee with certain provisions that specifically apply to our chief executive officer, chief financial officer, chief operating officer, chief technology officer, vice presidents and any other persons who perform similar functions for us. Our code of business conduct and ethics is available at our website at ir.xyre.com.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by Ernst & Young Hua Ming, our independent registered public accounting firm, for the periods indicated. We did not pay any other fees to our independent registered public accounting firm during the periods indicated below.

	For the Year Ended		
	December 31,		
	2007	2008	2009
Audit fees(1)	1,610,000	900,115	730,000
Audit-related fees(2)		20,000	323,167
Tax fees(3)		4,296	

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Other fees

1,500

- (1) **Audit fees** means the aggregate fees billed for professional services rendered by our independent registered public account firm for the audit of our annual financial statements and the review of our comparative interim financial statements, which also included the issuance of the audit and review of financial statements and other assurance services rendered in connection with our IPO in 2007.
- (2) **Audit related fees** represents aggregate fees billed for professional services rendered by our independent auditors for the assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under **Audit fees**.
- (3) **Tax fees** represents the aggregated fees billed for professional services rendered by our independent registered public accounting firm for tax compliance, tax advice and tax planning.

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The policy of our audit committee is to pre-approve, on a project by project basis, all audit and non-audit services provided by Ernst & Young Hua Ming, including audit services, audit-related services, tax services and other services as described above.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

None.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None.

ITEM 16F. CHANGE IN REGISTRANT S CERTIFYING ACCOUNTANT

None.

ITEM 16G. CORPORATE GOVERNANCE

Our ADSs are listed on the NYSE and we are therefore subject to corporate governance requirements of the NYSE. In addition, we are incorporated in the Cayman Islands and thus our corporate governance practices are also governed by applicable Cayman Islands law. Under Section 303A of the NYSE Listed Company Manual, NYSE-listed non-U.S. companies may, in general, follow their home country corporate governance practices in lieu of some of the NYSE corporate governance requirements.

Section 303A.04(a) of the NYSE Listed Company Manual requires each issuer to have a nominating and corporate governance committee composed entirely of independent directors. Section 303A.05(a) of the NYSE Listed Company Manual requires each issuer to have a compensation committee composed entirely of independent directors. The corporate governance practice in our home country, the Cayman Islands, does not require the implementation of a compensation committee, a nominating and corporate governance committee, nor does it require any such committees to be comprised solely of independent directors. We are committed to a high standard of corporate governance and, as such, we endeavor to comply with most of the NYSE corporate governance practices. We have established a separate compensation committee and a nominating and corporate governance committee, and require that a majority of the members of such committees be comprised of independent directors.

Section 303A.06 of NYSE Listed Company Manual requires us to have an audit committee that satisfies the requirements of Section 10A of the Exchange Act. As a foreign private issuer, we are not required to comply with certain other NYSE rules related to audit committees, including the requirement of having a minimum of three members. On February 23, 2009, we appointed Mr. Thomas Gurnee as our Chief Financial Officer. Mr. Gurnee has been a member of our board of directors since December 2007, and, prior to the date of his appointment as our Chief Financial Officer, was an independent director and member of our audit committee and corporate governance and nominating committee.

Mr. Gurnee remains on our board of directors, but no longer satisfies the independence requirements of Section 303A of the NYSE Listed Company Manual. Accordingly, Mr. Gurnee resigned as of February 23, 2009 from our audit committee and corporate governance and nominating committee. Our audit committee, after Mr. Gurnee's resignation, has as of the date of this annual report, only two members, each of whom satisfy the independence requirements of Section 303A of the NYSE Listed Company Manual and Rule 10A-3 under the Exchange Act, and one such member qualifies as an audit committee financial expert under applicable SEC rules.

ITEM 17. FINANCIAL STATEMENTS

We have elected to provide financial statements pursuant to Item 18.

ITEM 18. FINANCIAL STATEMENTS

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The consolidated financial statements of Xinyuan Real Estate Co., Ltd. are included at the end of this annual report.

Table of Contents**ITEM 19. EXHIBITS**

Exhibit Number	Description of Document
1.1	Amended and Restated Memorandum and Articles of Association (incorporated by reference to Exhibit 3.1 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
1.2	Amendment to Amended and Restated Articles of Association (incorporated by reference to Exhibit 99.5 from our Form 6-K (File No. 001-33863) filed with the SEC on December 10, 2009)
2.1	Indenture regarding the guaranteed senior secured floating rate notes due 2010, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd and the Hong Kong and Shanghai Banking Corporation Limited as Trustee (incorporated by reference to Exhibit 10.4 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
2.2	Indenture Supplement No. 1, dated August 21, 2009, to Indenture regarding the guaranteed senior secured floating rate notes due 2010, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd and the Hong Kong and Shanghai Banking Corporation Limited as Trustee (incorporated by reference to Exhibit 2.2 from Amendment No. 1. to our annual report (File No. 001-33863), as amended, initially filed with the SEC on September 29, 2009)
2.3	Indenture regarding the 2% guaranteed convertible subordinate notes due 2012, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd and the Hong Kong and Shanghai Banking Corporation Limited as Trustee (incorporated by reference to Exhibit 10.6 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
2.4	Indenture Supplement No. 1, dated August 21, 2009, to Indenture regarding 2% guaranteed convertible subordinate notes due 2012, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd and the Hong Kong and Shanghai Banking Corporation Limited as Trustee (incorporated by reference to Exhibit 2.4 from Amendment No. 1. to our annual report (File No. 001-33863), as amended, initially filed with the SEC on September 29, 2009)
2.5	Deposit Agreement, dated as of December 11, 2007, among Xinyuan Real Estate Co., Ltd., JPMorgan Chase Bank, N.A., as depository, and holders of American Depositary Shares (incorporated by reference to Exhibit 2.5 from Amendment No. 1. to our annual report (File No. 001-33863), as amended, initially filed with the SEC on September 29, 2009)
4.1	2007 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.2	2007 Long Term Incentive Plan (incorporated by reference to Exhibit 10.2 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.3	Form of securities purchase agreement, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd and purchaser (incorporated by reference to Exhibit 10.3 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.4	Warrant agreement, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd. and the Hong Kong and Shanghai Banking Corporation Limited (incorporated by reference to Exhibit 10.5 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.5	Equity registration right agreement, dated as of April 13, 2007, by and among Xinyuan Real Estate Co., Ltd., each of the holders of the Warrants and each of the holders of the Convertible Notes (incorporated by reference to Exhibit 10.7 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.6	Voting agreement, dated as of April 13, 2007, by and among Xinyuan Real Estate Co., Ltd., Drawbridge Global Macro Master Fund Ltd. and Mr. Yong Zhang and Ms. Yuyan Yang (incorporated by reference to Exhibit 10.8 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the Commission on November 16, 2007)
4.7	Share exchange and assumption agreement, dated as of April 9, 2007, among Blue Ridge China Partners, L.P., EI Fund II China, LLC, Yong Zhang, Yuyan Yang, Xinyuan Real Estate, Ltd. and Xinyuan Real Estate Co., Ltd. (incorporated by reference to Exhibit 10.9 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.8	Amended and Restated shareholders agreement, dated as of October 31, 2007, among Blue Ridge China Partners, L.P., EI Fund II China, LLC, Yong Zhang, Yuyan Yang, Xinyuan Real Estate, Ltd., Xinyuan Real Estate Co., Ltd. and, to the extent set forth herein, Burnham Securities Inc. and Joel B. Gardner (incorporated by reference to Exhibit 10.10 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)

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- 4.9 Amended and restated warrant, dated as of August 28, 2007, between Xinyuan Real Estate Co., Ltd. and EI Fund II China, LLC (incorporated by reference to Exhibit 10.11 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.10 Amended and restated warrant, dated as of August 28, 2007, between Xinyuan Real Estate Co., Ltd. and Blue Ridge China Partners, L.P. (incorporated by reference to Exhibit 10.12 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.11 Burnham warrants holders letter agreement, dated April 9, 2007, among Xinyuan Real Estate Co., Ltd., Xinyuan Real Estate, Ltd., Burnham Securities Inc. and Joel B. Gardner (incorporated by reference to Exhibit 10.13 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.12 Credit agreement, dated as of December 7, 2006, among Blue Ridge China Partners, L.P., EI Fund II China, LLC, and Xinyuan Real Estate, Ltd. (incorporated by reference to Exhibit 10.14 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.13 Share purchase agreement, dated as of November 18, 2006, among Blue Ridge China Partners, L.P., EI Fund II China, LLC, Yong Zhang, Yuyan Yang and Xinyuan Real Estate, Ltd. (incorporated by reference to Exhibit 10.15 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.14 Securities purchase agreement, dated as of August 22, 2006, among Blue Ridge China Partners, L.P., EI Fund II China, LLC, Yong Zhang, Yuyan Yang and Xinyuan Real Estate, Ltd. (incorporated by reference to Exhibit 10.16 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.15 Form of Indemnification Agreement (incorporated by reference to Exhibit 10.17 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.16 Form of employment agreement between the registrant and senior executives (incorporated by reference to Exhibit 10.18 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.17 Form of confidentiality and non-competition agreement between the registrant and senior executives (incorporated by reference to Exhibit 10.19 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.18 English translation of the joint venture contract of Zhengzhou Jiantou Xinyuan Real Estate Co., Ltd., dated August 20, 2005, among Henan Xinyuan Real Estate Co., Ltd., Zhengzhou General Construction Investment Company and Zhengzhou Jiantou Project Consulting Co., Ltd. (incorporated by reference to Exhibit 10.21 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.19 English translation of financial consulting services agreement, dated December 27, 2006, between Henan Xinyuan Real Estate Co., Ltd. and Beijing Runzheng Investment Consulting Co., Ltd. (incorporated by reference to Exhibit 10.22 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.20 (a) English translation of the share transfer agreement regarding Zhengzhou Mingyuan Landscape Engineering Co., Ltd., dated September 1, 2006, among Yong Zhang, Henan Xinyuan Real Estate Co., Ltd. and Zhengzhou Mingyuan Landscape Engineering Co., Ltd. (incorporated by reference to Exhibit 10.23 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- (b) English translation of the share transfer agreement regarding Zhengzhou Mingyuan Landscape Engineering Co., Ltd., dated September 1, 2006, among Yuyan Yang, Henan Xinyuan Real Estate Co., Ltd. and Zhengzhou Mingyuan Landscape Engineering Co., Ltd. (incorporated by reference to Exhibit 10.23 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.21 (a) English translation of the share transfer agreement regarding Zhengzhou Xinyuan Computer Network Engineering Co., Ltd., dated September 1, 2006, among Yong Zhang, Henan Xinyuan Real Estate Co., Ltd. and Zhengzhou Xinyuan Computer Network Engineering Co., Ltd. (incorporated by reference to Exhibit 10.24 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- (b) English translation of the share transfer agreement regarding Zhengzhou Xinyuan Computer Network Engineering Co., Ltd., dated September 1, 2006, among Yuyan Yang, Henan Xinyuan Real Estate Co., Ltd. and Zhengzhou Xinyuan Computer Network Engineering Co., Ltd. (incorporated by reference to Exhibit 10.24 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)

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- 4.22 English translation of the share transfer agreement regarding Henan Xinyuan Real Estate Agency Co., Ltd., dated September 1, 2006, among Yuyan Yang, Henan Xinyuan Real Estate Co., Ltd. and Henan Xinyuan Real Estate Agency Co., Ltd. (incorporated by reference to Exhibit 10.25 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.23 (a) English translation of the share transfer agreement regarding Henan Xinyuan Property Management Co., Ltd., dated September 1, 2006, among Yong Zhang, Henan Xinyuan Real Estate Co., Ltd. and Henan Xinyuan Property Management Co., Ltd. (incorporated by reference to Exhibit 10.26 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
 (b) English translation of the share transfer agreement regarding Henan Xinyuan Property Management Co., Ltd., dated September 1, 2006, among Yuyan Yang, Henan Xinyuan Real Estate Co., Ltd. and Henan Xinyuan Property Management Co., Ltd. (incorporated by reference to Exhibit 10.26 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.24 (a) English translation of the share transfer agreement regarding Henan Xinyuan Real Estate Co., Ltd., dated August 7, 2006, among Yong Zhang, Xinyuan (China) Real Estate, Ltd. and Henan Xinyuan Real Estate Co., Ltd. (incorporated by reference to Exhibit 10.27 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
 (b) English translation of the share transfer agreement regarding Henan Xinyuan Real Estate Co., Ltd., dated August 7, 2006, among Yuyan Yang, Xinyuan (China) Real Estate, Ltd. and Henan Xinyuan Real Estate Co., Ltd. (incorporated by reference to Exhibit 10.27 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.25 English translation of the share transfer agreement regarding Henan Wanzhong Real Estate Co., Ltd., dated March 16, 2006, among Yuyan Yang, Henan Xinyuan Real Estate Co., Ltd. and Henan Wanzhong Real Estate Co., Ltd. (incorporated by reference to Exhibit 10.28 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.26 Equity Transfer and Profit Distribution Agreement among Zhengzhou General Construction Investment Company, Zhengzhou Jiantou Project Consulting Co., Ltd., Henan Xinyuan Real Estate Co., Ltd. and Zhengzhou Jiantou Xinyuan Real Estate Co., Ltd. (incorporated by reference to Exhibit 99.2 from our Form 6-K (File No. 001-33863) filed with the SEC on September 30, 2009)
- 8.1* Subsidiaries of Xinyuan Real Estate Co., Ltd.
- 11.1 Code of Business Conduct and Ethics of the Registrant (incorporated by reference to Exhibit 99.1 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 12.1* CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 12.2* CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 13.1* CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 13.2* CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 23.1* Consent of Ernst & Young Hua Ming

* Filed with this Annual Report on Form 20-F

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Xinyuan Real Estate Co., Ltd.

By: /s/ YONG ZHANG
Name: **Yong Zhang**
Title: **Chairman and Chief Executive Officer**
Date: March 31, 2010

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XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES

As of December 31, 2008 and 2009 and

For the years ended December 31, 2007, 2008 and 2009

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<u>Consolidated Statements of Operations for the years ended December 31, 2007, 2008 and 2009</u>	F-5
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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Xinyuan Real Estate Co., Ltd.

We have audited the accompanying consolidated balance sheets of Xinyuan Real Estate Co., Ltd. and subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of operations, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Xinyuan Real Estate Co., Ltd. and subsidiaries at December 31, 2009 and 2008, and the consolidated results of their operations, their changes in shareholders' equity and their cash flows for each of the three years in the period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Xinyuan Real Estate Co., Ltd.'s and subsidiaries internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of Treadway Commission and our report dated March 31, 2010 expressed an unqualified opinion thereon.

/s/ Ernst & Young Hua Ming

March 31, 2010

Shanghai, The People's Republic of China

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

As of December 31, 2008 and 2009

(All amounts stated in US\$, except for number of shares data)

	Notes	December 31, 2008 US\$	December 31, 2009 US\$
ASSETS			
Current assets			
Cash and cash equivalents		135,658,720	157,800,190
Restricted cash		57,950,726	40,239,628
Accounts receivable		5,320,228	9,216,364
Other receivables		20,228,904	32,036,188
Other deposits and prepayments		28,989,209	25,322,116
Advances to suppliers		733,348	20,424,942
Real estate property development completed	3	327,925	1,306,850
Real estate property under development	3	520,495,906	560,590,419
Due from related parties	15	7,079,211	701,940
Due from employees	15	36,034	84,576
Other current assets		1,192,709	1,633,949
Total current assets		778,012,920	849,357,162
Real estate property under development	3	102,707,287	
Real estate properties held for lease, net	4	14,850,787	17,276,586
Property and equipment, net	5	5,254,893	4,703,196
Other long-term investment	6	241,648	241,648
Interests in an equity investee	7	20,157,172	868,084
Deferred tax assets	12	6,829,489	4,593,452
Other assets		8,111,886	4,742,321
TOTAL ASSETS		936,166,082	881,782,449

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS (continued)**

As of December 31, 2008 and 2009

(All amounts stated in US\$, except for number of shares data)

	Notes	December 31, 2008 US\$	December 31, 2009 US\$
LIABILITIES AND SHAREHOLDERS EQUITY			
Current liabilities			
Accounts payable		89,031,888	97,115,038
Short-term bank loans	8	168,966,728	94,661,844
Customer deposits	11	14,251,714	10,852,400
Income tax payable		6,262,925	11,223,583
Deferred tax liabilities	12	21,512,739	13,185,010
Other payables and accrued liabilities	14	20,113,982	33,504,780
Payroll and welfare payable		2,210,779	4,316,364
Warrant liability	10		264
Current portion of long-term debt	10	95,638,869	104,238,775
Total current liabilities		417,989,624	369,098,058
Long-term bank loans	9	105,006,877	53,015,436
Warrant liability	10	170,000	
Unrecognized tax benefits	12	12,744,813	12,756,758
Total liabilities		535,911,314	434,870,252
Commitments and contingencies	19		
Shareholders equity			
Common shares, US\$0.0001 par value:			
Authorized 500,000,000 shares issued and outstanding 151,480,932 shares for 2009 (2008:151,017,040 shares)	16	15,102	15,148
Additional paid-in capital		499,154,814	503,020,794
Statutory reserves		13,167,418	24,434,918
Accumulated deficit		(148,365,420)	(117,213,892)
Accumulated other comprehensive income		36,282,854	36,655,229
Total shareholders equity		400,254,768	446,912,197
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY		936,166,082	881,782,449

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS**

For the years ended December 31, 2007, 2008 and 2009

(All amounts stated in US\$, except for number of shares data)

	Notes	Year ended December 31		
		2007 US\$	2008 US\$	2009 US\$
Revenue				
Real estate sales, net of sales taxes of US\$18,010,122 in 2007, US\$21,317,160 in 2008 and US\$ 25,839,457 in 2009 respectively		305,668,493	352,180,740	441,337,677
Real estate lease income		338,600	379,080	320,458
Other revenue		3,718,168	4,072,137	7,326,359
Total revenues		309,725,261	356,631,957	448,984,494
Costs of revenues				
Cost of real estate sales		(205,210,257)	(352,299,948)	(351,436,057)
Cost of real estate lease income		(654,626)	(582,510)	(598,255)
Other costs		(2,269,867)	(4,098,392)	(7,704,968)
Total costs of revenues		(208,134,750)	(356,980,850)	(359,739,280)
Gross profit/(loss)		101,590,511	(348,893)	89,245,214
Selling and distribution expenses		(10,514,723)	(13,578,240)	(11,443,008)
General and administrative expenses		(17,076,780)	(32,343,349)	(22,214,511)
Operating income/(loss)		73,999,008	(46,270,482)	55,587,695
Interest income		1,416,577	3,491,792	2,387,985
Interest expense		(3,204,011)		
Other expense				(383,333)
Exchange gains		3,082,842	3,603,164	79,638
Share of income in an equity investee	7	8,686,233	9,843,083	4,402,098
Change in fair value of warrant liabilities		(8,602,000)	16,422,000	169,736
Income/(loss) from operations before income taxes		75,378,649	(12,910,443)	62,243,819
Income taxes	12	(29,715,493)	(10,729,508)	(19,824,791)
Net income/(loss)		45,663,156	(23,639,951)	42,419,028
Accretion of Series A convertible redeemable Preference shares		(2,739,383)		
Deemed dividend	16	(182,228,622)		
Net income (loss) attributable to ordinary shareholders		(139,304,849)	(23,639,951)	42,419,028
Earnings/(loss) per share:				
Basic	17	(1.28)	(0.16)	0.28

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Diluted	17	(1.28)	(0.16)	0.26
Shares used in computation:				
Basic	17	108,690,267	149,149,309	151,252,815
Diluted	17	108,690,267	149,149,309	160,871,387

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****For the years ended December 31, 2007, 2008 and 2009****(All amounts stated in US\$, except for number of shares data)**

	Year ended December 31		
	2007 US\$	2008 US\$	2009 US\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income/(loss)	45,663,156	(23,639,951)	42,419,028
Adjustments to reconcile net income/(loss) to net cash (used in) provided by operating activities:			
Impairment recognized		55,003,786	
Depreciation and amortization	1,825,978	2,394,951	2,173,278
Stock-based compensation expenses	4,545,968	8,189,903	3,302,750
Accretion of long-term debt	1,715,721		
Changes in unrecognized tax benefit	8,711,372		
Deferred tax expense	9,441,002	1,528,003	(6,100,697)
Share of earnings in an equity interest	(8,686,233)	(9,843,083)	(4,402,098)
Exchange gains	(3,082,842)	(3,603,164)	(79,638)
Changes in fair value of warrant liabilities	8,602,000	(16,422,000)	(169,736)
Changes in fair value of embedded derivatives, net of amount capitalized	(3,531,817)		
Changes in operating assets and liabilities:			
Accounts receivable	(38,321)	(4,963,446)	(3,889,516)
Real estate property development completed	(149,438)	5,026,184	(3,609,037)
Real estate property under development	(264,452,834)	(252,040,550)	74,774,869
Advances to suppliers	(231,867)	2,487,096	(18,973,772)
Other receivables	(514,894)	(15,064,188)	11,949,517
Other deposits and prepayments	(9,419,679)	(14,742,161)	3,438,620
Other current assets	(241,999)	(1,145,677)	(685,046)
Other assets	(584,418)	(4,095,150)	1,052,211
Accounts payable	30,045,321	39,753,870	7,996,345
Customer deposits	(1,952,153)	(12,538,194)	(3,411,241)
Income tax payable	(2,086,775)	894,977	5,312,554
Other payables and accrued liabilities	4,684,812	346,277	12,833,400
Payroll and welfare payable	2,778,232	(1,089,432)	2,102,631
Amount due from employees		324,898	(48,488)
Accrued interest	2,285,101	(360,626)	(1,479,948)
Net cash (used in)/provided by operating activities	(174,674,607)	(243,597,677)	124,505,986

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**

	Year ended December 31		
	2007 US\$	2008 US\$	2009 US\$
CASH FLOWS FROM INVESTING ACTIVITIES			
Disposal of properties held for lease	(1,210,077)	(7,808,605)	(182,407)
Purchase of property and equipment	(1,379,675)	(1,194,950)	(353,113)
Loan to employees	(33,286)		
Net cash used in investing activities	(2,623,038)	(9,003,555)	(535,520)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issuance of common shares	262,882,355	217,881	399,110
Issuance costs of debt and initial public offering	(7,011,638)		
Decrease /(increase) of restricted cash	(13,487,389)	(6,260,261)	17,757,959
Repayments of short-term bank loans	(26,551,348)	(96,528,845)	(182,082,837)
Proceeds from short-term bank loans	50,605,292	87,579,475	67,196,093
Repayment of long-term bank loans	(30,363,175)	(23,362,203)	(45,279,898)
Proceeds from long-term bank loans	149,581,356	105,066,585	33,666,632
Advances from shareholders	35,856		
Proceeds from other long-term debts	100,000,000		
Repayment from/(loan to) related parties	(37,286,585)	(36,959)	6,380,871
Net cash provided by/(used in) financing activities	448,404,724	66,675,673	(101,962,070)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	271,107,079	(185,925,559)	22,008,396
Effect of exchange rate changes on cash and cash equivalents	3,293,793	12,269,197	133,074
Cash and cash equivalents, at beginning of period	34,914,210	309,315,082	135,658,720
CASH AND CASH EQUIVALENTS, AT END OF PERIOD	309,315,082	135,658,720	157,800,190
SUPPLEMENTARY INFORMATION ON CASH FLOWS			
Incomes taxes paid	15,133,114	18,895,137	15,249,936
Total interest paid	13,082,381	26,733,345	20,982,330
SUPPLEMENTARY INFORMATION OF NON-CASH INVESTING ACTIVITIES			
Transfer of real estate held for lease to real estate property development completed			796,518

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY**

For the years ended December 31, 2007, 2008 and 2009

(All amounts stated in US\$, except for number of shares data)

	Number of Shares	Common Shares US\$	Additional Paid-in Capital US\$	Statutory Reserves US\$	Comprehensive Income US\$	Retained Earnings / (Accumulated Deficit) US\$	Accumulated Other Comprehensive Earnings US\$	Total US\$
BALANCE AT DECEMBER 31, 2006	75,704,379	7,570	17,264,455	4,066,854	17,393,354	23,679,944	1,564,098	46,582,921
Issuance of common stock upon IPO	40,250,000	4,025	260,999,489					261,003,514
Conversion of Series A redeemable convertible redeemable preference shares	30,805,400	3,081	207,238,645					207,241,890
Conversion of Burnham warrants	1,638,323	164						
Foreign currency translation gain					9,517,598		9,517,598	9,517,598
Stock-based compensation expenses			4,858,048					4,858,048
Net income					45,663,156	45,663,156		45,663,156
Accretion of Series A convertible redeemable preference shares						(2,739,383)		(2,739,383)
Appropriation of statutory reserves				8,077,791		(8,077,791)		
Deemed dividend						(182,228,622)		(182,228,622)
BALANCE AT DECEMBER 31, 2007	148,398,102	14,840	490,360,637	12,144,645	55,180,754	(123,702,696)	11,081,696	389,899,122
Exercise of share option	2,618,938	262	217,881					218,143
Foreign currency translation gain					25,201,158		25,201,158	25,201,158
Stock-based compensation expenses			8,576,296					8,576,296
Net loss					(23,639,951)	(23,639,951)		(23,639,951)
Appropriation of statutory reserves				1,022,773		(1,022,773)		
BALANCE AT DECEMBER 31, 2008	151,017,040	15,102	499,154,814	13,167,418	1,561,207	(148,365,420)	36,282,854	400,254,768
Exercise of share option	463,892	46	399,064					399,110
Foreign currency translation gain					372,375		372,375	372,375
Stock-based compensation expenses			3,466,916					3,466,916
Net income					42,419,028	42,419,028		42,419,028
				11,267,500		(11,267,500)		

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Appropriation of statutory reserves

BALANCE AT								
DECEMBER 31, 2009	151,480,932	15,148	503,020,794	24,434,918	42,791,403	(117,213,892)	36,655,229	446,912,197

The accompanying notes are an integral part of these consolidated financial statements.

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

As of December 31, 2007, 2008 and 2009 and

For the years ended December 31, 2007, 2008 and 2009

(All amounts stated in US\$, except for number of shares data)

1. Background information of business and organization

Xinyuan Real Estate Co. Ltd. (the Company) and its subsidiaries (collectively the Group) are principally engaged in residential real estate development and the provision of property management services.

The Company's subsidiaries and an equity investee as of December 31, 2009 are set out below:

Company Name	Registered/Place and Date of Incorporation	Paid-up Capital RMB '000	Percentage of Equity Directly Attributable to the Group	Principal Activities
Subsidiary companies:				
Xinyuan Real Estate, Ltd. (Xinyuan)	Cayman Islands January 27, 2006	\$ 50,000*	100%	Investment holding company
South Glory International Ltd.	Hong Kong January 17, 2001	HK\$ 10,000*	100%	Investment holding company
Victory Good Development Ltd.	Hong Kong January 17, 2001	HK\$ 10,000*	100%	Investment holding company
Elite Quest Holdings Ltd.	Hong Kong November 19, 2001	HK\$ 10,000*	100%	Investment holding company
Xinyuan (China) Real Estate, Ltd. (WFOE)	The PRC April 10, 2006	\$ 307,000*	100%	Investment holding company
Henan Xinyuan Real Estate Co., Ltd. (Henan Xinyuan)	The PRC May 19, 1997	50,000	100%	Real estate development
Henan Wanzhong Real Estate Co., Ltd.	The PRC February 6, 2005	10,000	100%	Real estate development
Qingdao Xinyuan Xiangrui Real Estate Co., Ltd.	The PRC February 9, 2006	10,000	100%	Real estate development
	The PRC	80,000	100%	Real estate development

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Shandong Xinyuan Real Estate Co., Ltd.	June 2, 2006			
Xinyuan Property Management Co., Ltd.	The PRC			
	December 28, 1998	50,000	100%	Providing property management services
Zhengzhou Mingyuan Landscape Engineering Co., Ltd.	The PRC			
	February 17, 2004	2,000	100%	Landscaping engineering and management
Zhengzhou Xinyuan Computer Network Engineering Co., Ltd.	The PRC			
	May 26, 2004	2,000	100%	Installation of intercom systems
Henan Xinyuan Real Estate Agency Co., Ltd.**	The PRC			
	November 6, 2005	2,000	100%	Real estate sales, purchase and lease services

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(All amounts stated in US\$, except for number of shares data)

Company Name	Registered/Place and Date of Incorporation	Paid-up Capital RMB 000	Percentage of Equity Directly Attributable to the Group	Principal Activities
Subsidiary companies:				
Suzhou Xinyuan Real Estate Co., Ltd.	The PRC November 24, 2006	200,000	100%	Real estate development
Anhui Xinyuan Real Estate Co., Ltd.	The PRC December 7, 2006	50,000	100%	Real estate development
Xinyuan Real Estate (Chengdu) Co., Ltd.	The PRC December 12, 2007	220,000	100%	Real estate development
Kunshan Xinyuan Real Estate Co., Ltd.	The PRC January 1, 2008	200,000	100%	Real estate development
Beijing Xinyuan Wanzhong Real Estate Co., Ltd.	The PRC March 4, 2008	30,000	100%	Real estate development
Beijing Xinyuan Heju Construction Material Co., Ltd.	The PRC January 16, 2009	30,000	100%	Real estate development
Xinyuan Renju (Beijing) Asset Management Co., Ltd.	The PRC January 16, 2009	30,000	100%	Real estate development
Xuzhou Xinyuan Real Estate Co., Ltd.	The PRC November 09, 2009	50,000	100%	Real estate development
Henan Jiye Real Estate Co., Ltd.	The PRC November 15, 2009	50,000	100%	Real estate development
Equity Investee:				
Zhengzhou Jiantou Xinyuan Real Estate Co., Ltd. (Jiantou Xinyuan)	The PRC June 13, 2005	10,000	45%	Real estate development

* Expressed in US\$ or HK\$

** Liquidated on January 4, 2009

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Except when otherwise indicated, equity holdings remained unchanged throughout the year ended December 31, 2009.

2. Summary of significant accounting policies

(a) Basis of presentation and consolidation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The consolidated financial statements include the financial statements of the Company, its subsidiaries, and Variable Interest Entities for which the Company is the Primary Beneficiary (collectively, the Group). All inter-company transactions and balances between the Company and its subsidiaries have been eliminated upon consolidation.

Subsidiaries and other controlled entities are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Where there is a loss of control of a subsidiary or other controlled entity, the consolidated financial statements include the results for the part of the reporting year during which the Group has control.

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XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(All amounts stated in US\$, except for number of shares data)

(b) Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes, and disclosure of contingent liabilities at the date of the consolidated financial statements. Estimates are used for, but not limited to, the selection of the useful lives of property and equipment, provision necessary for contingent liabilities, fair values, revenue recognition, taxes, budgeted costs and other similar charges. Management believes that the estimates utilized in preparing its consolidated financial statements are reasonable and prudent. Actual results could differ from these estimates.

(c) Fair value of financial instruments

Financial instruments include cash and cash equivalents, restricted cash, accounts receivable, other deposits and prepayments, due from related parties, due from employees, other receivables, interests in an equity investee, other long-term investment, accounts payable, customer deposits, other payables and accrued liabilities, and borrowings. The carrying amounts of cash and cash equivalents, restricted cash, accounts receivable, other deposits and prepayments, due from related parties, due from employees, other receivables, accounts payable, customer deposits, other payables and accrued liabilities, and short-term bank borrowings approximate their fair value due to the short term maturities of these instruments. The Group is exposed to credit risk for financial assets and its maximum amount of loss in the event of non performance by the counterparty is the recorded amount. The Group generally does not require collateral for its financial assets.

Long-term investments have no quoted market prices and it is not practicable to estimate their fair value without incurring excessive costs. The Company reviews the investments for impairment whenever events or changes in circumstances indicate that the carrying amount may no longer be recoverable.

Long-term borrowings bear a floating rate of interest. As the stated interest rate reflects the market rate, the carrying value of the bank borrowings approximates its fair value.

The Company applies Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards No. 157, Fair Value Measurements , as codified in Accounting Standards Codification(ASC) 820, Fair Value Measurements and Disclosures (ASC 820) for all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis (at least annually). ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

ASC 820 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

ASC 820 describes three main approaches to measure the fair value of assets and liabilities: 1) market approach; 2) income approach and 3) cost approach. The market approach uses prices and other relevant information generated from market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to convert future amounts to a single present value amount. The measurement is based on the value indicated by current market expectations about those future amounts. The cost approach is based on the amount that would currently be required to replace an asset.

ASC 820 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 establishes three levels of inputs that may be used to measure fair value:

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Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices included within Level 1 that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

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Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

In accordance with ASC 820, the Company measures its warrant liability at fair value. The derivative liability is classified as Level 2 because it is valued using models utilizing market observable inputs.

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(All amounts stated in US\$, except for number of shares data)

	Fair Value Measurement at December 31 2008 using Significant Other Observable Inputs (Level 2)	Fair Value Measurement at December 31, 2009 using Significant Other Observable Inputs (Level 2)
Warrant Liability	US\$ 170,000	US\$ 264
Total	US\$ 170,000	US\$ 264

During the year ended December 31, 2008 and 2009, the Company incurred a gain of US\$16,422,000 and US\$169,736 respectively resulting from the change in value. These gains are reported as a change in fair value of warrant liability in the accompanying consolidated statements of operations, as the warrants are not hedging instruments.

(d) Foreign currency translation

The Group's financial information is presented in U.S. dollars. The functional currency of the Company is U.S. dollars. The functional currency of the Company's subsidiaries is Renminbi (RMB), the currency of the PRC. Transactions at the Company's subsidiaries which are denominated in currencies other than RMB are translated into RMB at the exchange rate quoted by the People's Bank of China (PBOC) prevailing at the dates of the transactions. Exchange gains and losses resulting from transactions denominated in a currency other than RMB are included in the consolidated statements of operations as exchange gains. The consolidated financial statements of the Company's subsidiaries have been translated into U.S. dollars in accordance with SFAS No. 52, Foreign Currency Translation, as codified in ASC 830, Foreign Currency Matters. The financial information is first prepared in RMB and then is translated into U.S. dollars at period-end exchange rates as to assets and liabilities and average exchange rates as to revenue and expenses. Capital accounts are translated at their historical exchange rates when the capital transactions occurred.

The effects of foreign currency translation adjustments are included as a component of accumulated other comprehensive income in shareholders equity.

	December 31, 2007	December 31, 2008	December 31, 2009
Year/Period end RMB: US\$ exchange rate	7.3046	6.8346	6.8282
Period average RMB: US\$ exchange rate	7.6079	6.9480	6.8311

The RMB is not freely convertible into foreign currency and all foreign exchange transactions must take place through authorized institutions. No representation is made that the RMB amounts could have been, or could be, converted into U.S. dollars at the rates used in translation.

(e) Cash and cash equivalents

The Group considers all highly liquid investments with original maturities of three months or less when purchased to be cash equivalents. The Group maintains bank accounts in the PRC and Hong Kong. The Group does not maintain any bank accounts in the United States. All PRC bank balances are denominated in RMB. Hong Kong bank balances are denominated in U.S. dollars.

Cash includes cash on hand and demand deposits in accounts maintained with state-owned and private banks within the PRC and Hong Kong.

Total cash in banks at December 31, 2009 amounted to US\$157,800,190 (December 31, 2008: US\$135,658,720), of which no deposits are covered by insurance. The Group has not experienced any losses in such accounts and management believes it is not exposed to any risks on its cash in bank accounts.

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)*****(f) Restricted cash***

The Group is required to maintain certain deposits with banks that provide mortgage loans to the Group (see Note 9) and the Group's customers in order to purchase residential units from the Group (see Note 11). These balances are subject to withdrawal restrictions and totaled US\$27,142,945 as of December 31, 2009 (December 31, 2008: US\$21,091,901). As of December 31, 2009, the Group held US\$13,096,683 (December 31, 2008: US\$36,858,825) in its restricted cash accounts, representing funds received from loans, which were designated to finance permitted project development expenditures that are subject to approval by the lender. These deposits are not covered by insurance. The Group has not experienced any losses in such accounts and management believes it is not exposed to any risks on its cash in bank accounts.

(g) Real estate property development completed and under development

Real estate properties consist of finished residential unit sites, commercial offices and residential unit sites under development. The Group leases the land for the residential unit sites under land use right leases with various terms from the PRC. Real estate property development completed and real estate property under development are stated at the lower of cost or fair value less selling costs.

Expenditures for land development, including cost of land use rights, deed tax, pre-development costs, and engineering costs, are capitalized and allocated to development projects by the specific identification method. Costs are allocated to specific units within a project based on the ratio of the sales value of units to the estimated total sales value times the total project costs.

Costs of amenities transferred to buyers are allocated as common costs of the project that are allocated to specific units as a component of total construction costs. For amenities retained by the Group, costs in excess of the related fair value of the amenity are also treated as common costs. Results of operations of amenities retained by the Group are included in current operating results.

In accordance with SFAS 144, Accounting for the Impairment or Disposal of Long-Lived Assets, as codified in ASC 360, Property, Plant and Equipment (ASC 360), real estate property development completed and under development are subject to valuation adjustments when the carrying amount exceeds fair value. An impairment loss is recognized only if the carrying amount of the assets is not recoverable and exceeds fair value. The carrying amount is not recoverable if it exceeds the sum of the undiscounted cash flows expected to be generated by the assets.

When the profitability of a current project deteriorates due to a slowdown in the sales pace, reduction of pricing or some other factor, this indicates that there may be a possible future loss on delivery and possible impairment in the recoverability of the assets. Accordingly, the assets of such project are subsequently reviewed for future losses and impairment by comparing the estimated future undiscounted cash flows for the project to the carrying value of such project. If the estimated future undiscounted cash flows are less than the asset's carrying value such deficit will be charged as a future loss and the asset will then be written down to its estimated fair value.

The Company determines estimated fair value primarily by discounting the estimated future cash flows relating to the asset. In estimating the cash flows for a project, the Company uses various factors including (a) the expected pace at which the planned number of units will be sold, based on competitive market conditions, historical trends in sales pace and actual average selling prices of similar product offerings and any other long or short-term economic conditions which may impact the market in which the project is located; (b) the estimated net sales prices expected to be attained based on the current market conditions and historical price trends, as well as any estimated increases in future sales prices based upon projected rate of unit sales, estimated time gap between presale and expected delivery, the impact of government policies, the local and regional competitive environment, and certain external factors such as the opening of a subway line, school or factory; and (c) the expected costs to be expended in the future, including, but not limited to, home construction, construction overheads, sales and marketing, sales taxes and interest costs.

The Company's determination of fair value requires discounting the estimated cash flow at a rate commensurate with the inherent risk associated with the assets and related estimated cash flow. The discount rate used in determining each project's fair value depends on the stage of development, location and other specific factors that increase or decrease the risk associated with the estimated cash flows.

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For the years ended December 31, 2007, 2008 and 2009, the impairment for real estate property under development was US\$ nil, US\$55.0 million, and US\$ nil, respectively. The property impaired in 2008 was located in the Jiangsu segment.

(h) Revenue recognition

Real estate sales are reported in accordance with the provisions of SFAS No. 66, Accounting for Sales of Real Estate, as codified in ASC 360 Property, Plant and Equipment and ASC 976 Real Estate-Retail Land (ASC 360/ASC 976).

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XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(All amounts stated in US\$, except for number of shares data)

Revenue from the sales of development properties where the construction period is 12 months or less is recognized by the full accrual method at the time of the closing of an individual unit sale. This occurs when title to or possession of the property is transferred to the buyer. A sale is not considered consummated until (a) the parties are bound by the terms of a contract, (b) all consideration has been exchanged, (c) any permanent financing of which the seller is responsible has been arranged, (d) all conditions precedent to closing have been performed, (e) the seller does not have substantial continuing involvement with the property, and (f) the usual risks and rewards of ownership have been transferred to the buyer. In addition, the buyer's initial and continuing investment must be adequate to demonstrate a commitment to pay for the property, and the buyer's receivable, if any, must not be subject to future subordination. Sales transactions not meeting all the conditions of the full accrual method are accounted for using the deposit method in which all costs are capitalized as incurred, and payments received from the buyer are recorded as a deposit liability.

Revenue and profit from the sale of development properties where the construction period is more than 12 months is recognized by the percentage-of-completion method on the sale of individual units when the following conditions are met:

- a. Construction is beyond a preliminary stage.
- b. The buyer is committed to the extent of being unable to require a refund except for non-delivery of the unit.
- c. Sufficient units have already been sold to assure that the entire property will not revert to rental property.
- d. Sales prices are collectible.
- e. Aggregate sales proceeds and costs can be reasonably estimated.

If any of the above criteria is not met, proceeds are accounted for as deposits until the criteria are met and/or the sale consummated.

Under the percentage of completion method, revenues from units sold and related costs are recognized over the course of the construction period, based on the completion progress of a project. In relation to any project, revenue is determined by calculating the ratio of incurred costs, including land use rights costs and construction costs, to total estimated costs and applying that ratio to the contracted sales amounts. Cost of sales is recognized by determining the ratio of contracted sales during the period to total estimated sales value, and applying that ratio to the incurred costs. Current period amounts are calculated based on the difference between the life-to-date project totals and the previously recognized amounts.

The effect of changes to total estimated contract cost or revenues, if any, are recognized in the period in which they are determined. Revenue recognized to date in excess of amounts received from customers is classified as current assets under real estate property under development. Amounts received from customers in excess of revenue recognized to date are classified as current liabilities under customer deposits. As of December 31, 2008 and December 31, 2009, the amounts received from customers in excess of revenues recognized were US\$2.9 million and US\$73.4 million, respectively.

Any losses incurred or forecast to occur on real estate transactions are recognized in the period in which the loss is first anticipated.

Real estate lease income is recognized on a straight-line basis over the terms of the tenancy agreements. Depreciation cost and maintenance cost of the property are recorded as the cost of rental income.

Other revenue includes services ancillary to the Group's real estate projects, including property management, real estate agency services, landscaping and computer network engineering.

(i) Accounts receivable

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Accounts receivable consists of balances due from customers for the sale of residential units in the PRC. In cases where the customers deposit more than 50% of the total purchase price, the Group may defer the remaining purchase price. These deferred balances are unsecured, bear no interest and are due within year from the date of the sale.

Accounts receivable are reviewed periodically as to whether their carrying value has become impaired. The Group considers the assets to be impaired if the collectability of the balances become doubtful. As of December 31, 2008 and 2009, the allowance for doubtful debts was US\$ nil and US\$ nil, respectively.

(j) Other receivables

Other receivables consist of various cash advances to unrelated companies and individuals with which the Group has business relationships.

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)**

Other receivables are reviewed periodically as to whether their carrying value has become impaired. The Group considers the assets to be impaired if the collectability of the balances becomes doubtful. As of December 31, 2008 and 2009, the allowance for doubtful debts was US\$ nil and US\$ nil, respectively.

(k) Advances to suppliers

Advances to suppliers consist of balances paid to contractors and vendors for services and materials that have not been provided or received and generally relate to the development and construction of residential units in the PRC. Advances to suppliers are reviewed periodically to determine whether their carrying value has become impaired. The Group considers the assets to be impaired if the collectability of the services and materials become doubtful. As of December 31, 2008 and 2009, the allowance for doubtful debts was US\$ nil and US\$ nil, respectively.

(l) Customer deposits

Customer deposits consist of amounts received from customers relating to the sale of residential units in the PRC. In the PRC, customers will generally obtain permanent financing for the purchase of their residential unit prior to the completion of the project. The lending institution will provide the funding to the Group upon the completion of the financing rather than the completion of the project. The Group receives these funds and recognizes them as a current liability until the revenue can be recognized.

(m) Other payables

Other payables consist of balances for non-construction costs with unrelated companies and individuals with which the Group has business relationships. These amounts are unsecured, non-interest bearing and generally are short term in nature.

(n) Real estate properties held for lease, net

Real estate properties held for lease are recorded at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Estimated useful lives of the real estate properties held for lease are 20 years.

Maintenance, repairs and minor renewals are charged directly to expenses as incurred. Major additions and improvements to the real estate properties held for lease are capitalized.

(o) Property and equipment, net

Property and equipment are recorded at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Estimated useful lives of the assets are as follows:

Buildings	20 years
Vehicles	5 years
Furniture and fixtures	5 years

Maintenance, repairs and minor renewals are charged directly to expense as incurred unless such expenditures extend the useful life or represent a betterment, in which case they are capitalized.

(p) Long-term investments

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The Group accounts for long-term investments in equities as follows:

Where the Group has significant influence over the investee, the Group applies the equity method of accounting. The reporting dates and accounting policies of the equity investees are the same as the Group. The investments in the equity investees are stated at cost, including the Group's share of the equity investee's net gain or loss, less any impairment in value. The Group recognizes in its consolidated statement of operations its share of the net income of the equity investees.

Where the Group has no significant influence, the investment is classified as other long-term investment and is carried under the cost method.

Investment income is recognized by the Group when the investee declares a dividend and the Group believes it is collectible. The Group periodically evaluates the carrying value of its investment under the cost method and any decline in value is included in impairment of cost investment

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)**

As of December 31, 2008 and 2009, the Group has investments in two companies in the PRC that specialize in the real estate industry. The Group has 45% and 1.85% interests in them, respectively. For the 45% owned equity investee, the Group accounts for the investment under the equity method. Investment income or loss is recognized by the Group periodically according to 45% of the total net profit or loss generated by the equity investee. For the 1.85% owned company, the Group does not exercise significant influence over it and the Group accounts for the investment under the cost method. Investment income is recognized by the Group when the investee declares a dividend and the Group believes it is collectible.

(q) Capitalized interest

The Group capitalizes interest as a component of building construction costs in accordance with SFAS No. 34, Capitalization of Interest Cost, as codified in ASC 835, Interest (ASC 835).

As a result of the total interest costs capitalized during the period, the interest expense for the years ended December 31, 2007, 2008 and 2009, was as follows:

	2007 US\$	2008 US\$	2009 US\$
Change in fair value of embedded derivative on Convertible Subordinated Notes	(2,543,000)		
Accretion of discount from embedded derivative on Convertible Subordinated Notes	364,497	517,077	515,664
Change in fair value of embedded derivative on Senior Floating Rate Notes	(3,593,000)		
Accretion of discount arising from embedded derivative on Senior Floating Rate Notes	858,328	1,217,628	1,214,301
Amortization of issuance cost related to other long term debt	1,112,303	1,557,975	1,445,191
Accretion of discount arising from warrants on Senior Floating Rate Notes	1,757,983	2,493,883	2,487,069
Contingent put option expense			5,000,000
Interest on borrowings	16,508,735	26,461,117	24,137,852
Total interest costs	14,465,846	32,247,680	34,800,077
Less: total interest costs capitalized	(11,261,835)	(32,247,680)	(34,800,077)
Interest expense, net	3,204,011		

(r) Retirement benefits

Regulations in the PRC require the Group to contribute to a defined contribution retirement plan for all permanent employees. Pursuant to the mandatory requirement from the local authority in the PRC, the retirement pension insurance, unemployment insurance, health insurance and housing fund were established for the employees during the term they are employed. For the year ended December 31, 2007, 2008 and 2009, the level of contribution to these funds for each employee was determined at 38% of their average salary determined by the Social Welfare Bureau. For the year ended December 31, 2009, the Group recorded expense in the amount of US\$935,791 (2007: US\$1,476,405; 2008: US\$2,062,315)

(s) Distribution of earnings and reserve fund

The Company's ability to pay dividends is primarily dependent on the Company receiving distributions from its subsidiaries. The earnings reflected in the consolidated financial statements prepared in accordance with U.S. GAAP differ from those reflected in the statutory financial statements of the Company's subsidiaries.

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In accordance with the PRC Company Law, the PRC subsidiaries are required to transfer 10% of their profit after tax, as determined in accordance with PRC accounting standards and regulations, to the statutory surplus reserve (the SSR) until such reserve reaches 50% of the registered capital of the subsidiaries. Subject to certain restrictions set out in the PRC Company Law, the SSR may be distributed to stockholders in the form of share bonus issues to increase share capital, provided that the remaining balance after the capitalization is not less than 25% of the registered capital.

(t) Income taxes

The Group accounts for income tax using the balance sheet method. Deferred taxes are provided for the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, as well as unutilized net operating losses. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Group is able to realize their benefits, or that future utilization is uncertain. We assess our need for valuation allowances by tax reporting unit by jurisdiction. Generally, each of our reportable operating segments is organized in a separate tax reporting unit in a single tax jurisdiction.

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)**

Interest and penalties arising from underpayment of income taxes are recognized according to the relevant tax law. The amount of interest expense to be recognized is computed by applying the applicable statutory rate of interest to the difference between the tax position recognized and the amount previously taken or expected to be taken in a tax return. Interest recognized in accordance with FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109, as codified in ASC 740-10, Income Tax (ASC 740-10) is classified in the consolidated financial statements as interest expense, while penalties recognized in accordance with this Interpretation are classified in the consolidated financial statements as other expenses.

In accordance with the provisions of ASC 740-10, the Group recognizes in its consolidated financial statements the impact of a tax position if a tax return's position or future tax position is more likely than not to prevail (defined as a likelihood of more than fifty percent of being sustained upon audit, based on the technical merits of the tax position). Tax positions that meet the more likely than not threshold are measured (using a probability weighted approach) at the largest amount of tax benefit that has a greater than fifty percent likelihood of being realized upon settlement. The Group's estimated liability for unrecognized tax benefits is periodically assessed for adequacy and may be affected by changing interpretations of laws, rulings by tax authorities, certain changes and/or developments with respect to audits, and expiration of the statute of limitations. The outcome for a particular audit cannot be determined with certainty prior to the conclusion of the audit and, in some cases, appeal or litigation process. The actual benefits ultimately realized may differ from the Group's estimates. As each audit is concluded, adjustments, if any, are appropriately recorded in the Group's consolidated financial statements. Additionally, in future periods, changes in facts, circumstances, and new information may require the Group to adjust the recognition and measurement estimates with regard to individual tax positions. Changes in recognition and measurement estimates are recognized in the period in which the changes occur.

(u) Land Appreciation Tax (LAT)

In accordance with the relevant taxation laws for real estate companies of the provinces in which the subsidiaries operate in the PRC, the local tax authorities levy LAT based on progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures, including borrowing costs and all property development expenditures. LAT is prepaid on customer deposits and is expensed when the related revenue is recognized, as explained at Note 2 (h).

(v) Comprehensive income

Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. The Group's only components of comprehensive income during the years ended December 31, 2007, 2008 and 2009 were net income and the foreign currency translation adjustment.

(w) Advertising and promotion expenses

Advertising and promotion costs are expensed as incurred, or the first time the activity takes place, in accordance with Statement of Position No. 93-7 Reporting on Advertising Costs, as codified in ASC 720-35, Advertising Costs (ASC 720-35). For the year ended December 31, 2009, the Group recorded advertising and promotion expenses of US\$8,696,895 (2007: US\$4,353,898; 2008: US\$5,917,148)

(x) Leases

In accordance with SFAS No. 13, Accounting for Leases, as codified in ASC 840, Leases (ASC 840), leases are classified at the inception date as either a capital lease or an operating lease. For the lessee, a lease is a capital lease if any of the following conditions exist: a) ownership is transferred to the lessee by the end of the lease term, b) there is a bargain purchase option, c) the lease term is at least 75% of the property's estimated remaining economic life or d) the present value of the minimum lease payments at the beginning of the lease term is 90% or more of the fair value of the leased property to the lessor at the inception date. A capital lease is accounted for as if there was an acquisition of an asset and an incurrence of an obligation at the inception of the lease. All other leases are accounted for as operating leases wherein rental payments are expensed as incurred.

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The Group has no capital leases for any of the periods stated herein. For the year ended December 31, 2009, the Group recorded lease expenses of US\$1,778,052 (2007: US\$493,067; 2008: US\$2,186,888)

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)*****(y) Property warranty***

The Company and its subsidiaries provide customers with warranties which cover major defects of building structure and certain fittings and facilities of properties sold as stipulated in the relevant sales contracts. The warranty period varies from two months to three years, depending on different property components the warranty covers.

The Group constantly estimates potential costs for materials and labor with regard to warranty-type claims expected to be incurred subsequent to the delivery of a property. Reserves are determined based on historical data and trends with respect to similar property types and geographical areas. The Group constantly monitors the warranty reserve and makes adjustments to its pre-existing warranties, if any, in order to reflect changes in trends and historical data as information becomes available. The Group may seek further recourse against its contractors or any related third parties if it can be proved that the faults are caused by them. In addition, the Group also withholds up to 5% of the contract cost from sub-contractors for periods of 2 to 5 years. These amounts are included in current liabilities, and are only paid to the extent that there has been no warranty claim against the Group relating to the work performed or materials supplied by the subcontractors. For the years ended December 31, 2007, 2008 and 2009, the Group had not recognized any warranty liability or incurred any warranty costs in excess of the amount retained from subcontractors.

(z) Earnings per share

Earnings per share is calculated in accordance with SFAS No. 128, Earnings Per Share, as codified in ASC 260, Earnings Per Share (ASC 260).

Basic earnings per share is computed by dividing net income attributable to holders of common shares by the weighted average number of common shares outstanding during the period. Diluted earnings per common share reflects the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted into common shares. Common shares issuable upon the conversion of the convertible, redeemable preference shares are included in both basic and diluted earnings per common share computation as they are considered participating securities. Contingent exercise price resets are accounted for in a manner similar to contingently issuable shares.

Common share equivalents are excluded from the computation of diluted earnings per share if their effects would be anti-dilutive.

(aa) Convertible Subordinated Notes

On April 13, 2007, the Company issued 2% Convertible Subordinated Notes due 2012 (the Convertible Notes) with an aggregate principal amount of US\$25 million. The holder has the right, at such holder's option, to convert the principal amount of the Convertible Notes, or any portion of such principal amount which is a multiple of US\$100,000, into fully paid and non-assessable common shares (as such shares shall then be constituted) at the conversion price in effect at such time.

Given that the Convertible Notes are debt in their legal form and are not a derivative in their entirety, they are not considered a financial instrument within the scope of SFAS No. 150 Accounting for Financial Instrument with Characteristics of Both Liabilities and Equity, as codified in ASC 480, Distinguishing Liabilities from Equity (ASC 480).

According to the terms of the Convertible Notes, the Notes bear interest at 2% per annum, but they were subject to an increase to 8% if a Qualifying IPO did not occur prior to October 15, 2009, from and including October 15, 2009 to maturity. Hence, the contingent interest was indexed to the Qualifying IPO, which was not considered clearly and closely related to the economic characteristics of the debt host. Accordingly, the contingent interest feature was considered an embedded derivative that has been bifurcated from the Convertible Notes and valued separately. The contingent interest was initially recorded as a derivative liability associated with long-term debt at fair value of US\$2,543,000. As the IPO was completed on December 12, 2007, the fair value at December 31, 2007 was zero, with the resulting change in fair value recognized in current earnings, net of amounts capitalized. The Company has evaluated and determined that there was no other embedded derivative requiring bifurcation from the Convertible Notes.

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The Convertible Notes, net of the contingent interest feature, are accreted to their face amount at maturity using the effective interest method. Since a qualifying IPO occurred prior to April 2, 2012, the debt amount, including any unamortized debt discount on the Convertible Notes will be immediately credited to equity upon conversion.

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(ab) Senior Floating Rate Notes and Warrants

On April 13, 2007, the Company issued Senior Floating Rate Notes due 2010 (the FRNs) with a par value of US\$100,000 with an aggregate principal amount of US\$75 million and detachable warrants to subscribe for common shares (the FRN Warrants).

Given that the FRNs are debt in their legal form, they have been classified as other long-term debt. According to EITF 00-19, as codified in ASC 815-40-25, Contracts in Equity's Own Equity (ASC 815-40-25), the portion of the proceeds of debt securities issued with detachable stock purchase warrants that is allocable to the warrants are accounted for as a derivative liability associated with other long-term debt. The allocation is based on the relative fair value of the two securities at time of issuance. Any resulting discount or premium on the debt securities is accounted for as such.

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)***FRNs*

According to the terms of the FRNs, they may be repurchased or redeemed by the Company in cash on the third anniversary of the issuance date at the price equal to 100% of the principal amount, and if no qualifying IPO had occurred on or prior to the expiration of 30 months after their issuance, the repurchase price would be equal to 112% of the principal amount plus accrued but unpaid interest. Hence, the additional premium was indexed to the Qualifying IPO, which is not considered clearly and closely related to the economic characteristics of the debt host.

Accordingly, the premium was considered an embedded derivative that has been bifurcated from the FRNs and valued separately.

FRN Warrants

One FRN with par value of US\$100,000 attached with one warrant is called one unit, and one unit was issued at the price of US\$100,000. Therefore, a total of 750 units were issued. Upon issuance, the FRN Warrants were immediately separable and detachable. Each FRN Warrant entitles the holder to purchase 7,142 common shares at US\$5.60 per share.

The FRN Warrants were initially recorded as a derivative liability associated with long-term debt at a fair value of US\$7,359,000 and the fair value at December 31, 2009 was US\$264 (December 31, 2008: US\$170,000). The FRN Warrants are recorded as warrant liability on the accompanying balance sheet. The fair value was determined by utilizing the Black-Scholes model. The proceeds, net of the portion allocated to the warrants, are allocated to the FRNs, which will be accreted to its face amount at maturity using the effective interest method. The accretion amount is recognized as interest expense.

(ac) Debt Issuance Costs

Debt issuance costs are capitalized and amortized over the life of the loan to which they relate using the effective interest method.

(ad) Effect of change in estimate

Revisions in estimated gross profit margins related to percentage of completion revenues are made in the period in which circumstances requiring the revisions become known. During the year ended December 31, 2009, ten real estate development projects (Chengdu Xinyuan Splendid I, Suzhou International City Garden, Suzhou Lake Splendid, Suzhou Colorful Garden, Shandong Elegant Scenery, Shandong International City Garden, Kunshan International City Garden, Henan Colorful Garden, Henan Finance Square, and Anhui Wangjiang), which recognized gross profits in 2008, had changes in their estimated gross profit margins. As of December 31, 2009, each of these projects had a percentage of completion at 50% or more. As the gross floor area sales and the selling prices showed a rising trend during the year ended December 31, 2009, they had a positive impact on gross margin percentages and resulted in an increase in both gross profit and net income for the year ended December 31, 2009. The increases to gross profit, net income and basic and diluted earnings per share were US\$24.4 million, US\$21.1 million, US\$0.14 per share and US\$0.13 per share, respectively.

(ae) Share-based compensation

The Group has adopted SFAS No.123 (R) Share-Based Payment, as codified in ASC 718, Compensation-Stock Compensation (ASC 718), which requires that share-based payment transactions with employees, such as restricted shares or stock options, be measured based on the grant-date fair value of the equity instrument issued and recognized as compensation expense over the requisite service period, which is generally the vesting period. The Company issues new shares to employees when options are exercised.

(af) Recent accounting pronouncements

In June 2009, the FASB issued authoritative guidance under ASC 105 (ASC 105), which establishes the FASB Accounting Standards Codification (Codification) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental

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entities in the preparation of financial statements in conformity with generally accepted accounting principles. ASC 105 became effective for financial statements issued for interim periods ended after September 15, 2009. All content within the Codification carries the same level of authority. The adoption of ASC 105 had no effect on the Group's consolidated results of operations or financial position.

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XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(All amounts stated in US\$, except for number of shares data)

In June 2009, the FASB issued SFAS No. 167, Amendments to FASB Interpretation No. 46(R), as codified in ASC 810, Consolidation (ASC 810). ASC 810 eliminates FASB Interpretation 46(R)'s exceptions to consolidating qualifying special-purpose entities, contains new criteria for determining the primary beneficiary of a variable interest entity, and increases the frequency of required reassessments to determine whether a company is the primary beneficiary of a variable interest entity.

ASC 810 is effective for annual reporting periods beginning after November 15, 2009. Earlier application is prohibited. ASC 810 will be effective for the Company's fiscal year beginning January 1, 2010. As the company currently does not consolidate its only VIE, and any reassessment of the VIE status would not require consolidation, management does not expect the adoption of ASC 810 to have a material impact on the Group's financial statement.

In August 2009, the FASB issued Accounting Standards Update No. 2009-5, Fair Value Measurements and Disclosures (Topic 820) Measuring Liabilities at Fair Value, (ASU 2009-5), which amends ASC 820 to provide additional guidance to clarify the measurement of liabilities at fair value in the absence of observable market information. ASU 2009-5 is effective for the Company beginning October 1, 2009. As the Company does not record its liabilities at fair value, the adoption of ASU 2009-5 is not expected to have a material impact on the Company's consolidated financial position, results of operations and cash flows.

In May 2009, the FASB issued SFAS No. 165, Subsequent Events, as codified in ASC 855, Subsequent Events (ASC 855) to establish general standards of accounting for and disclosure of subsequent events. ASC 855 renames the two types of subsequent events as recognized subsequent events or non-recognized subsequent events and modifies the definition of the evaluation period for subsequent events as events or transactions that occur after the balance sheet date, but before the financial statements are issued. ASC 855 is effective for interim or annual financial periods ending after June 15, 2009. The adoption of ASC 855 did not have a material impact on the Group's financial statement disclosures.

In April 2009, the FASB issued FASB Staff Position No. FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments, as codified in ASC 825-10-65, Financial Instruments (ASC 825-10-65). ASC 825-10-65 requires a publicly traded company to include disclosures about the fair value of its financial instruments whenever it issues summarized financial information for interim reporting periods. ASC 825-10-65 are effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The adoption of ASC 825-10-65 did not have a material impact on the Group's consolidated results of operations or financial position.

In April 2009, the FASB released FASB Staff Position No. FAS 115-2 and FAS 124-2, Recognition and Presentation of Other-Than-Temporary Impairments, as codified in ASC 320-10-65, Investment-Debt and Equity Securities (ASC 320-10-65). ASC 320-10-65 was issued contemporaneously with ASC 820-10-65 and ASC 825-10-65. These statements introduced new disclosure requirements affecting both debt and equity securities and extend the disclosure requirements to interim periods including disclosure of the cost basis of securities classified as available-for-sale and held-to-maturity and provides further specification of major security types. ASC 320-10-65 is effective for fiscal years and interim periods beginning after June 15, 2009. The adoption of ASC 320-10-65 did not have a material impact on the Group's consolidated results of operations or financial position.

In January 2010, the FASB issued ASU 2010-06, Disclosures about Fair Value Measurements, ASU 2010-06, which amends ASC 820, provides for disclosure of the amount of significant transfers in or out of Level 1 and Level 2, the reasons for those transfers, as well as information in the Level 3 rollforward about purchases, sales, issuances and settlements on a gross basis. ASU 2010-06 is effective for interim and annual periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity on a gross basis, which is effective for all interim and annual periods beginning after December 15, 2010. Adoption of ASU 2010-06 is not expected to have a material effect on the Group's consolidated financial statements.

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(All amounts stated in US\$, except for number of shares data)

3. Real estate property development completed and under development

The following summarizes the components of real estate property completed and under development at December 31, 2008 and 2009:

	December 31, 2008 US\$	December 31, 2009 US\$
Development completed:		
Zhengzhou Xinyuan Splendid 1A	230,896	232,959
Zhengzhou Xinyuan Splendid 3A3B3C	51,011	51,059
Jinan City Family	46,018	46,062
Zhengzhou Longhai Garden		796,518
Anhui Wangjiang Garden		180,252
Real estate property development completed	327,925	1,306,850
Under development:		
<i>Current:</i>		
Suzhou Lake Splendid	22,475,414	2,822,354
Suzhou International City Garden	211,736,125	136,044,114
Suzhou Colorful Garden	66,584,058	29,168,237
Xuzhou Colorful Garden		32,088,483
Hefei Wangjiang Garden	20,280,863	
Zhengzhou Commercial Plaza	8,968,583	996,387
Zhengzhou Xinyuan Colorful Garden	116,209,832	113,325,457
Zhengzhou Longhai Road Project		50,373,359
Zhengzhou Century East A		21,056,197
Zhengzhou Century East B		55,070,598
Zhengzhou Royal Place		72,075,920
Jinan Elegant Scenery	9,723,644	
Jinan International City Garden	124,278,627	59,068,888
Kunshan International City Garden	200,427,416	226,599,115
Chengdu Xinyuan Splendid I	81,590,734	97,122,280
Chengdu Xinyuan Splendid II		60,788,501
	862,275,296	956,599,890
Less: impairment recognized	(55,003,786)	
Profit recognized	75,669,232	111,061,353
Less: progress billings (see Note 11)	(362,444,836)	(507,070,824)
Real estate property under development current	520,495,906	560,590,419
<i>Non-current:</i>		
Zhengzhou Longhai Road Project	45,666,905	
Chengdu Xinyuan Splendid II	57,040,382	
Real estate property under development non-current	102,707,287	

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Total real estate property under development	623,203,193	560,590,419
Total real estate property development completed and under development	623,531,118	561,897,269

As of December 31, 2009, land use rights included in the real estate properties under development totalled US\$ 482,798,170 (2008: US\$514,374,806).

As of December 31, 2009, real estate properties under development with an aggregate net book value of US\$ 295,912,197 (2008: US\$611,705,743) were pledged as collateral for certain bank loans.

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(All amounts stated in US\$, except for number of shares data)

4. Real estate properties held for lease, net

	December 31, 2008 US\$	December 31, 2009 US\$
Office spaces	1,368,458	
Elementary schools	3,120,714	3,123,639
Basement Parking	1,771,886	1,773,547
Kindergartens	2,154,235	2,349,228
Parking facilities	7,756,045	11,131,557
Clubhouses	888,928	1,035,508
Total costs	17,060,266	19,413,479
Accumulated depreciation	(2,209,479)	(2,136,893)
Real estate properties held for lease, net	14,850,787	17,276,586

Depreciation expense for year ended December 31, 2009 amounted to US\$498,356 (2007: US\$459,451; 2008: US\$485,346).

As of December 31, 2009, real estate properties held for lease with an aggregate net book value of US\$nil (2008: US\$1,368,458) were pledged as collateral for certain bank loans.

As of December 31, 2009, minimum future rental income on non-cancellable leases, in aggregate and for each of the five succeeding fiscal years and thereafter, is as follows:

Year	Amount US\$
2010	519,922
2011	535,044
2012	546,238
2013	546,130
2014	546,130
Thereafter	10,456,795
Total	13,150,259

5. Property and equipment, net

Property and equipment consisted of the following:

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	December 31, 2008 US\$	December 31, 2009 US\$
Buildings and improvements	3,056,497	3,059,362
Vehicles	2,094,067	1,888,200
Furniture and fixtures	1,747,638	2,200,496
Total	6,898,202	7,148,058
Accumulated depreciation	(1,643,309)	(2,444,862)
Property and equipment, net	5,254,893	4,703,196

Depreciation expense for the year ended December 31, 2009 amounted to US\$801,553(2007: US\$538,676; 2008: US\$498,219).

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(All amounts stated in US\$, except for number of shares data)

6. Other long-term investment

As of December 31, 2008 and 2009, the other long-term investment that was accounted for at cost consisted of the following:

Investee	Initial Cost US\$	Ownership	December 31, 2008 US\$	December 31, 2009 US\$
Henan Lianhe Real Estate Co., Ltd.	241,648	1.85%	241,648	241,648

For the year ended December 31, 2007, 2008 and 2009 the Group recognized no investment loss or profit. As of December 31, 2008 and 2009, management noted no indicators of impairment related to this investment.

7. Interests in an equity investee

As of December 31, 2008 and 2009, interest in an equity investee consisted of the following:

Investee	Initial Cost US\$	Ownership	Equity Accounted for	
			December 31, 2008 US\$	December 31, 2009 US\$
Zhengzhou Jiantou Xinyuan Real Estate Co., Ltd.	569,296	45%	20,157,172	868,084

For the year ended December 31, 2009, the investee recognized earnings of US\$9,786,450 (2007: US\$18,863,864, 2008: US\$21,931,490). The Group's share of the income of the equity investee was US\$ 4,402,098 (2007:US\$8,686,233; 2008: US\$ 9,843,083).

In 2009, Jiantou Xinyuan declared a dividend of US\$52.7 million, which the Group recorded as an other receivable of US\$23.7 million for its 45% share.

Jiantou Xinyuan is developing one project which is excluded from the Group's interest. Losses from this project included in the amounts above were US\$ nil in 2009 (2007 losses: US\$1,371,442; 2008 losses: US\$276,639).

Variable Interest Entity

In accordance with FIN 46 (R), Consolidation of Variable Interest Entities, as codified in ASC 810-10-25, Consolidation (ASC 810-10-25), Jiantou Xinyuan is a variable interest entity, as it was established with insufficient equity at risk. The Group is not considered as the primary beneficiary, as it does not absorb the majority of Jiantou Xinyuan's expected losses or residual returns.

Jiantou Xinyuan was established as a joint venture corporation between the Group and two unrelated companies in 2005. Its purpose is to undertake residential property development projects in Zhengzhou city, Henan province. As at December 31, 2009, it had four projects completed, one projects under construction, and one project under planning and had consolidated total assets of US\$109.8 million (December 31, 2008: US\$148.5 million).

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The Group's maximum exposure to loss is limited to its initial 45% equity investment and such loans as it may make from time to time to Jiantou Xinyuan (See Note 15(a)). As of December 31, 2009, its maximum exposure was approximately US\$1.4 million (December 31, 2008: US\$7.6 million).

Summarized consolidated balance sheet information of Jiantou Xinyuan is as follows:

	December 31, 2008 US\$	December 31, 2009 US\$
Current assets	148,155,684	109,524,044
Non-current assets	364,476	277,982
Current liabilities	88,593,235	109,612,018
Non-current liabilities	13,989,149	1,790,077
Venturer's capital	43,466,378	462,137

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)**

Summarized consolidated statement of operations information of Jiantou Xinyuan is as follows:

	December 31, 2007 US\$	Year Ended December 31, 2008 US\$	December 31, 2009 US\$
Revenue	122,208,734	120,849,781	90,536,647
Cost of revenue	86,737,815	73,333,368	56,249,728
Gross profit	35,470,919	47,516,413	34,286,919
Operating expenses	4,188,881	5,918,698	3,959,892
Income from operations before non controlling interest	19,127,468	23,593,305	10,803,826
Net income	18,863,864	21,931,490	9,786,450

On September 25, 2009, the Company, through its indirect wholly owned subsidiary Henan Xinyuan, entered into an Equity Transfer and Profit Distribution Agreement (ETA) with Zhengzhou General Construction Investment Co., Ltd. and Zhengzhou Jiantou Engineering Co., Ltd. (collectively known as the Sellers) to purchase from the Sellers their 55% equity interest in Jiantou Xinyuan (the 55% Equity). The purchase price for the 55% equity interest is US\$4.2 million. As part of the transaction, Jiantou Xinyuan has made distributions of US\$26.7 million to the Sellers and declared distributions of US\$21.8 million to Henan Xinyuan.

As the Sellers are state-owned enterprises, the Company s proposed acquisition of the 55% Equity is deemed a transfer of state-owned assets. Under PRC laws and regulations governing transfers of state-owned assets, state-owned assets, including state-owned equity interests, are required to be sold or disposed through a public listing and auction process, unless a proposed sale or disposition has been exempted by the relevant authority. Under the ETA, the Sellers are responsible for obtaining any governmental approvals necessary for the transfer, including, if available, an exemption from the public listing and auction process. The Sellers have not obtained the exemption from the Zhengzhou municipal administration of state-owned assets, or Zhengzhou SASAC, for the Company s acquisition of the 55% Equity and, accordingly, the Company expects they will be required to complete their sale of the 55% Equity through the public listing and auction process. Due to the mandatory procedures and the uncertainties involved in the listing and auction process as well as the governmental approvals required prior to the commencement of such process, the Company cannot predict the exact timing that would be required to complete the process or that the Company will actually be selected as the winning bidder for the 55% Equity in the listing and auction process. Any closing of the proposed acquisition of the 55% Equity pursuant to the ETA will be subject to customary closing conditions, including, in the absence of an exemption of the public listing and auction process, the Company being selected as the successful bidder in the public listing and auction process.

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(All amounts stated in US\$, except for number of shares data)

8. Short-term bank loans

Short term bank loans represent amounts due to various banks and are due on the dates indicated below. These loans generally can be renewed with the banks. Short term bank loans at December 31, 2008 and 2009 consisted of the following:

	December 31, 2008 US\$	December 31,, 2009 US\$
Loans from China Construction Bank,		
Due May 13, 2009, at 6.57% per annum	1,316,829	
Due June 12, 2009, at 6.41% per annum	29,189,711	
Due September 22, 2010, at 5.4% per annum		1,464,515
Due September 22, 2010, at 5.4% per annum		1,464,515
Due September 22, 2010, at 5.4% per annum		4,393,544
Due September 22, 2010, at 5.4% per annum		14,645,148
	30,506,540	21,967,722
Loans from China Communication Bank,		
Due May 27, 2009, at 8.22% per annum	2,379,071	
Due May 27, 2009, at 8.22% per annum	6,253,475	
	8,632,546	
Loans from Industrial and Commercial Bank of China (ICBC),		
Due May 25, 2010, at 5.94% per annum		19,009,402
		19,009,402
Loans from China Merchant Bank,		
Due September 29, 2009, at 7.56% per annum	20,484,008	
	20,484,008	
Loan from Zhengzhou Commercial Bank,		
Due April 14, 2009, at 10.08% per annum	7,947,795	
	7,947,795	
Loan from China Agriculture Bank,		
Due October 21, 2009, at 7.56% per annum	5,339,010	
Due November 2, 2009, at 7.56% per annum	877,886	
Due November 3, 2009, at 7.56% per annum	1,463,143	
Due November 3, 2009, at 7.56% per annum	3,511,544	
Due November 3, 2009, at 7.94% per annum	2,926,287	
Due November 3, 2009, at 7.94% per annum	2,926,287	
Due November 20, 2009, at 7.47% per annum	11,705,147	
Due November 20, 2009, at 7.47% per annum	5,852,574	
Due November 22, 2009, at 7.56% per annum	14,413,426	
Due December 25, 2009, at 7.56% per annum	1,243,672	
Due December 25, 2009, at 7.56% per annum	10,461,476	
Due November 17, 2010, at 5.40% per annum		7,322,574

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Due November 17, 2010, at 5.40% per annum	7,322,574	
Due December 20, 2010, at 5.40% per annum	2,929,030	
	60,720,452	17,574,178
Loan from Guangdong Development Bank, Due October 28, 2009, at 7.47% per annum	28,970,240	
Due April 28, 2009, at 8.22% per annum	11,705,147	
Due April 16, 2010, at 5.31% per annum	7,029,671	
Due April 16, 2010, at 5.31% per annum	4,686,447	
	40,675,387	11,716,118
Loan from Bank of China, Due February 7, 2010, at 5.13% per annum	14,645,149	
Due February 8, 2010, at 5.67% per annum	2,426,701	
		17,071,850
Loan from Bank of Jiangsu Due December 24, 2012 at 5.4% per annum	7,322,574	
		7,322,574
Total short-term bank loans	168,966,728	94,661,844

Pursuant to the loan contract with Bank of Jiangsu, the Group has an obligation to repay the loan on demand if required by the Bank. Therefore, the loan from Bank of Jiangsu has been classified as short-term as of December 31, 2009.

As of December 31, 2009, the Group's short term bank loans are all denominated in RMB and were secured by the Group's real estate properties under development with net book value of US\$248,754,820 (December 31, 2008: US\$ 289,333,620), real estate properties held for lease with net book value of US\$nil (December 31, 2008: US\$1,368,458) and certain deposits in the banks amounting to US\$ nil (December 31, 2008: US\$7,088,565).

The weighted average interest rate on short-term bank loans as of December 31, 2009 was 5.46% (December 31, 2008: 7.54%).

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XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(All amounts stated in US\$, except for number of shares data)

9. Long-term bank loans

Long-term bank loans as of December 31, 2008 and 2009 consisted of the following:

	December 31, 2008 US\$	December 31, 2009 US\$
Loan from China Construction Bank,		
Due September 22, 2010, at 8.38% per annum	1,463,143	
Due September 22, 2010, at 8.07% per annum	2,926,287	
Due September 22, 2010, at 7.76% per annum	4,389,430	
Due September 22, 2010, at 7.76% per annum	4,389,431	
Due December 24, 2012, at 4.86% per annum		7,322,574
	13,168,291	7,322,574
Loan from ICBC,		
Due June 28, 2010, at 7.72% per annum	5,559,945	
Due May 25, 2010, at 8.32% per annum	7,315,717	
Due May 25, 2010, at 8.32% per annum	21,947,151	
Due September 27, 2011, at 7.66% per annum	2,926,287	
Due September 9, 2011, at 7.66% per annum	731,572	
Due September 9, 2011, at 7.66% per annum	8,047,289	
Due September 9, 2011, at 7.66% per annum	585,257	
Due September 9, 2011 at 7.65% per annum		585,806
Due September 27, 2011 at 5.67% per annum		1,171,612
	47,113,218	1,757,418
Loan from Bank of China,		
Due February 7, 2010, at 7.18% per annum	14,631,434	
Due February 8, 2010, at 7.65% per annum	15,462,500	
	30,093,934	
Loan from China Agriculture Bank,		
Due November 17, 2010, at 7.56% per annum	7,315,717	
Due November 17, 2010, at 7.56% per annum	7,315,717	
Due November 20, 2011, at 5.76% per annum		5,858,059
Due November 20, 2011, at 5.76% per annum		1,244,838
Due November 20, 2011, at 5.76% per annum		10,471,281
Due December 20, 2011, at 5.4% per annum		7,322,573
Due March 2, 2012, at 5.4% per annum		10,251,604
Due March 2, 2012, at 5.4% per annum		8,787,089
	14,631,434	43,935,444
Total long-term bank loans	105,006,877	53,015,436

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As of December 31 2009, the contractual maturities of these loans are as follows:

Year	Amount US\$
2010	94,661,844
2011	26,654,169
2012	26,361,267
Less: short-term loans (Note 8)	(94,661,844)
Total long-term bank loans	53,015,436

As of December 31, 2009, the Group's long term bank loans are all denominated in RMB and are secured by the Group's real estate properties under development with net book value of US\$47,157,377 (December 31, 2008: US\$322,372,123).

The interest rates of these bank loans are adjustable based on the range of 95% to 110% of the PBOC prime rate. The weighted average interest rate on long-term bank loans as of December 31, 2009 was 5.48% (December 31, 2008: 7.79%).

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(All amounts stated in US\$, except for number of shares data)

10. Other long-term debt and warrant liability

As of December 31, 2008 and 2009, other long term debt consisted of the following:

	December 31, 2008 US\$	December 31, 2009 US\$
Convertible subordinated notes due in April 12, 2012 at 2%	25,000,000	25,000,000
Senior floating rate notes due in April 12, 2010 at 6 month LIBOR plus 6.8%	75,000,000	75,000,000
Total principal of other long-term debt	100,000,000	100,000,000
Less: Unaccreted discount from embedded derivative and warrants	(6,285,604)	(2,068,570)
Contingent put option expense		5,000,000
Accrued interest	1,924,473	1,307,345
Total	95,638,869	104,238,775
Less: current portion	(95,638,869)	(104,238,775)
Total other long-term debt		

As of December 31, 2008 and 2009, warrant liability consisted of the following:

	December 31, 2008 US\$	December 31, 2009 US\$
Warrant on senior floating rate notes	170,000	264
Total warrant liability	170,000	264

Convertible Subordinated Notes

On April 13, 2007, the Company issued the Convertible Notes with an aggregate principal amount of US\$25 million.

The Convertible Notes are repayable on April 15, 2012. The Notes bear interest at 2% per annum. The interest is payable on a semi-annual basis on April 15 and October 15 each year. The Company will pay interest on overdue principal, premium, if any, and interest at the rate of 4.0% per annum.

The holder has the right, at such holder's option at any time prior to April 9, 2012 (the "Conversion Period"), to convert the principal amount of the Convertible Notes, or any portion of such principal amount which is a multiple of US\$100,000, into fully paid and non-assessable common shares (as such shares shall then be constituted) at the conversion price in effect at such time. The holder of the Convertible Notes also has the right, at such holder's option, on June 15, 2010 to demand that the Company repurchase the Convertible Notes, for cash, at a repurchase price of 120% of the principal amount, plus accrued and unpaid interest, unless the Company has called the notes for redemption due to a change in tax law or regulations. In the event of a change in tax law, regulations or official interpretations thereof that would require the Company to pay additional amounts as specified in the indenture, the Company has the right, at its option, at any time prior to October 15, 2010 to repurchase the Convertible Notes for cash at a repurchase price of 100% of the principal amount, plus accrued and unpaid interest or any such additional

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amounts. The holder has a right, at its option, to demand that the Company repurchase the Convertible Notes for cash at a repurchase price of 100% of the principal amount, plus accrued and unpaid interest, upon the termination of the listing of the common shares on US national stock exchange or a fundamental change, including a merger, tender offer, or exchange offer, as a result of which the common shares represent the right to acquire, are converted into, or exchanged for any consideration or assets other than securities traded on a US national stock exchange.

In addition, if there are certain events, such as the Company granting its shareholders the right to purchase common shares at a relatively low price, or distributing a dividend (in excess of 5% of the fair value of the common shares), the Convertible Notes may be surrendered for conversion at any time on and after the date that the Company gives notice to the holder of such transactions.

The conversion price is set such that each US\$100,000 principal amount of the notes is convertible to 38,388 shares of the Company's common shares (US\$2.6049 per share at inception) and is adjustable from time to time for anti-dilutive purposes.

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The contingent interest feature was an embedded derivative in accordance with ASC 815-10-15, Derivatives and Hedging . Therefore, it was initially recorded as a derivative liability associated with long-term debt at fair value of US\$2,543,000 and the fair value at December 31, 2007 became zero because the IPO in December 2007 invalidated the contingent interest feature embedded in the notes.

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)**

The Company has evaluated and determined that there was no other embedded derivative requiring bifurcation from the Convertible Notes under the requirements of ASC 815-10-15. The conversion option is not considered a derivative for purposes of ASC 815-10-15 in accordance with EITF 00-19 (ASC 815-40-25). The embedded contingent put, contingent call and the repurchase option did not qualify for derivative accounting because the embedded derivatives were considered clearly and closely related to the characteristics of the Convertible Notes.

The Convertible Notes are subject to various restrictive covenants, including restrictions on the Company's ability to incur additional debt or guarantees, make restricted payments, payment of dividends or distributions on capital stock, repurchase of capital stock, payment of subordinated indebtedness, settlement of intercompany loans or advances, sales or transfers of properties or assets, sales of capital stock, enter into non-ordinary course business transactions, make investments, merge or consolidate with another company and engage in any business other than related businesses.

At December 31, 2008, the Company was in non-compliance of certain covenants as they related to the subsidiary debt to tangible assets ratio and limitations on restricted payments. On August 21, 2009, the note holders granted the Company a waiver with respect to any and all defaults that may have occurred at any time directly or indirectly resulting from such non-compliance. Further, the note holders amended the related indenture such that, under the amended covenants, the Company would have been in compliance as of December 31, 2008 and 2009.

Based on discussions with the bondholder, management considered it probable that the bondholder will exercise its put option to demand that the Company repurchase the bond at 120% of the principal amount on June 15, 2010. Accordingly, the Company recorded the stipulated repurchase price of US\$5.0 million, which was capitalized to real estate under development in the accompanying consolidated statements of operations and classified the Convertible Notes as current in the accompanying consolidated balance sheet as of December 31, 2009.

Senior Floating Rate Notes and Warrants

On April 13, 2007, the Company issued the FRNs with an aggregate principal amount of US\$75 million and detachable warrants to subscribe for common shares. The FRNs bear interest at 6-month LIBOR (with the LIBOR rate reset semi-annually) plus 6.80%, payable semi-annually in arrears. The FRNs are to be repurchased or redeemed by the Company in cash on the third anniversary of the issuance date at the price equal to 100% of the principal amount plus accrued but unpaid interest.

In connection with the FRNs, a total of 750 FRN Warrants were issued. The FRN Warrants entitle the holders to purchase 7,142 common shares at US\$5.60 per share. The expiration date of the FRN Warrants is 3 years after the date of issuance. The fair value of the FRN Warrants is evaluated quarterly using the Dividend Adjusted Black-Scholes option-pricing model that uses the assumptions noted below.

	As of December 31, 2008	As of December 31, 2009
Average risk-free rate of return	0.21%	1.16%
Expected term	1.28 years	0.28 years
Volatility rate	75.7%	49.0%
Dividend yield	0%	0%

The risk-free rate for periods within the expected life of the FRN Warrants is based on the implied yield rates of China International Bond denominated in USD as of the valuation date. The expected life of the FRN Warrants represents the period of time the granted warrants are expected to be outstanding. The Company did not pay dividends in the past nor does it expect to pay dividends in the foreseeable future. Because the Company lacks sufficient trading history, the expected volatility was based on the historical volatilities of comparable publicly traded companies engaged in similar business.

The fair value of the FRN Warrants was US\$264 as of December 31, 2009 (December 31, 2008: US\$170,000).

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The embedded derivative associated with the FRNs was initially recorded as a derivative liability associated with long-term debt at fair value of US\$3,593,000 and the fair value at December 31, 2007 became zero because the IPO in December 2007 invalidated the contingent maturity redemption feature embedded in the FRNs.

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The FRNs are subject to various restrictive covenants, including restrictions on the Company's ability to incur additional debt or guarantees, make restricted payments, payment of dividends or distributions on capital stock, repurchase of capital stock, payment of subordinated indebtedness, settlement of intercompany loans or advances, sales or transfers of properties or assets, sales of capital stock, enter into non-ordinary course business transactions, make investments, merge or consolidate with another company and engage in any business other than related businesses. At December 31, 2008, the Company was in non-compliance of certain covenants as they related to the subsidiary debt to tangible assets ratio and limitations on restricted payments. On August 21, 2009, the note holders granted the Company a waiver with respect to any and all defaults that may have occurred at any time directly or indirectly resulting from such non-compliance. Further, the note holders amended the related indenture such, that under the amended covenants, the Company would have been in compliance as of December 31, 2008.

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(All amounts stated in US\$, except for number of shares data)

11. Customer deposits

Customer deposits consisted of amounts received from customers for the pre-sale of residential units in the PRC.

	December 31, 2008 US\$	December 31, 2009 US\$
Advances for real estate properties under development	371,453,699	512,043,749
Add: revenue recognized in excess of amounts received from customers	5,242,851	5,879,475
Less: recognized as progress billings (see Note 3)	(362,444,836)	(507,070,824)
Total net balance	14,251,714	10,852,400

Customer deposits are typically funded up to 70% - 80% by mortgage loans made by banks to the customers. Until the customer obtains legal title to the property, the banks have a right to seek reimbursement from the Group for any defaults by the customers. The Group holds certain cash balances in restricted deposit accounts at the relevant banks (see Note 2 (f)). The Group, in turn, has a right to withhold transfer of title to the customer until outstanding amounts are fully settled.

12. Income taxes**(a) Corporate income tax (CIT)**

As a Cayman Island resident company, the Company is not subject to income tax.

The PRC subsidiaries are governed by the Income Tax Law of the PRC concerning Chinese limited liability companies. Under the Income Tax Laws of the PRC, the PRC subsidiaries are subject to an income tax at a statutory rate of 25% on income reported in the statutory financial statements after appropriate tax adjustments. In the years 2007 and prior, a statutory rate of 33% (30% state income tax plus 3% local income tax) was applied.

The Company had minimal operations in jurisdictions other than the PRC. Income before income tax expenses consists of:

	2007 US\$	December 31, 2008 US\$	2009 US\$
PRC	89,458,722	(19,685,223)	79,707,121
Non PRC	(14,080,073)	6,774,780	(17,463,302)
Total	75,378,649	(12,910,443)	62,243,819

Income tax expense for the years ended December 31, 2007, 2008 and 2009 is summarized as follows:

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	2007 US\$	December 31, 2008 US\$	2009 US\$
Current:			
CIT tax expense	5,826,673	4,289,525	23,739,713
Land Appreciation Tax (LAT) expense	5,736,446	4,911,980	2,185,775
Unrecognized tax uncertainty benefit	8,711,372		
Deferred tax expense	9,441,002	1,528,003	(6,100,697)
Income tax expense	29,715,493	10,729,508	19,824,791

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)**

The Group's income tax expense differs from the tax expense computed by applying the statutory CIT rate of 25% for the year ended December 31, 2007, 2008 and 2009, as follows

	2007	December 31, 2008	2009
	US\$	US\$	US\$
CIT at rate of 33% for year ended 2007, 25% for year ended 2008 and 2009, respectively	24,874,954	(3,227,610)	15,560,955
Tax effect of change in income tax rate	(3,706,122)		
Tax effect of non-deductible expenses	2,000,406	2,035,205	2,185,055
Tax effect of non-taxable income	(3,020,700)	(2,542,766)	(1,178,165)
LAT expense	5,736,446	4,911,980	2,185,775
CIT benefit of LAT	(1,893,027)	(1,227,995)	(546,444)
Changes in valuation allowance		11,482,870	(1,677,358)
International rate difference	5,723,536	(836,808)	1,437,957
One-time tax effect of 2008 China tax return filed in 2009			2,149,972
Others		134,632	(292,956)
Actual income tax expense	29,715,493	10,729,508	19,824,791

During the year ended December 31, 2009, the Group reversed US\$2.3 million of the allowance for deferred tax assets from Suzhou International City Garden. The reversal of the allowance resulted from the improved profit outlook at Suzhou International City Garden.

The one-time tax effect charge was based on a Central Government interpretation clarified during the second quarter of 2009. According to the new interpretation, provisional deemed profit tax payments made prior to January 1, 2008, when tax rates were at 33%, will be considered final and not subject to adjustment for the new tax rate of 25% effective January 1, 2008. Prior to the release of the new interpretation, the Company accounted for income taxes on pre-sales as prepaid taxes, measured at the applicable current tax rate in the year pre-sales occurred. Prepaid taxes then were credited against subsequent tax obligations when sales were finalized. As a result of the release of the new interpretation, the Company will no longer be entitled to credit prepaid taxes against subsequent tax obligations to the extent prepaid taxes were assessed based on a tax rate in excess of the tax rate applicable in the year the sales are finalized (i.e. 33% prepaid tax will now be credited based on a tax cost of 25%).

(b) Liability for unrecognized tax benefit

On January 1, 2007, the Group adopted ASC 740-10 to account for uncertainties in income tax. There was no cumulative effect adjustment to beginning retained earnings resulting from the adoption of ASC 740-10, as the total liability for cumulative unrecognized tax benefits of \$2,667,594 as of January 1, 2007 was recognized in deferred tax liability, as discussed below. The following table summarizes the activity related to the Group's unrecognized tax benefits from December 31, 2007 to December 31, 2008 and to December 31, 2009.

	US\$
Balance as of December 31, 2007	11,924,773
Movement in current year due to foreign exchange rate fluctuation	820,040
Balance as of December 31, 2008	12,744,813

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Movement in current year due to foreign exchange rate fluctuation	11,945
Balance as of December 31, 2009	12,756,758

The current year movement in ASC 740-10 liability of US\$11,945 (2008: US\$820,040), solely to year-over-year in USD-RMB exchange rate, and therefore was recorded as other comprehensive income arising from the foreign currency translation.

The liability for unrecognized tax benefit relates to the application of the deemed profit method by the local tax authority of Zhengzhou city. During the years ended December 31, 2005 to 2009, in accordance with the provisions of the PRC tax law, the local tax authority of Zhengzhou City concluded a deemed profit method is a better measure of income tax liability for companies in the real estate industry located in that province, including the PRC subsidiaries, than the statutory taxable income method.

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Under the deemed profit method, the local tax authority levies income tax based on an arbitrary deemed profit of 12% or 14% of total cash receipts of real estate property companies, rather than based on the statutory taxable income, which was 33% for the years up to 2007 and 25% for 2008 and onwards. The PRC subsidiaries in that province have filed their tax returns based on the deemed profit method. The local tax authority has confirmed verbally that it will apply the same deemed profit method for the years ended December 31, 2007, 2008 and 2009. The local tax authority is entitled to re-evaluate prior years' income taxes assessed under the deemed profit method, upon receipt of audited accounts or upon completion of specific development projects, however, the tax authority has not indicated if it will do so.

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XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(All amounts stated in US\$, except for number of shares data)

Although the local tax authority of Zhengzhou City has not indicated that it will re-evaluate prior years, the Group believes that the possibility exists for reinterpretation of the application of the tax regulations by higher tax authorities in the PRC, potentially overturning the decision made by the local tax authority to apply the deemed profit method. Because of the uncertainty surrounding whether or not these tax years will be re-evaluated and the taxes adjusted, the difference between the taxes due based on taxable income calculated according to statutory taxable income method and the taxes due based on the deemed profit method has been recorded as an additional receivable or payable and has been included in unrecognized tax benefits. Management believes if the local tax authority of Zhengzhou City or a higher tax authority were to re-evaluate any of these tax years, the PRC subsidiaries would be required to pay additional taxes due, or would be entitled to receive refund of excess taxes paid, based on the accumulated difference between the amounts paid under the deemed profit method and the amounts due under the PRC statutory taxable income method.

The entire unrecognized tax benefit, if ultimately recognized, will impact the effective tax rate. The Group anticipates new unrecognized tax benefits, related to tax positions similar to those giving rise to its existing unrecognized tax benefits, to originate after December 31, 2009. However, a reasonable estimate of the range of the possible increases related to similar positions originating after December 31, 2009 cannot be made at this time.

The PRC income tax returns for fiscal year 2005 through fiscal year 2009 remain open to potential examination. In addition, local tax authorities may exercise broad discretion in applying the tax law, thus potentially exposing the PRC subsidiaries to audits of tax years outside the general statute of limitations.

It is the Group's continuing practice to recognize interest and penalties related to uncertain tax positions in other expenses. As of the December 31, 2009, no interest and penalties have been recognized under ASC 740-10 as the management believes that revaluation of tax levy method will not be charged interest and penalties.

(c) LAT

Since January 1, 1994, LAT has been applicable at progressive tax rates ranging from 30% to 60% on the appreciation of land values, with an exemption provided for the sales of ordinary residential properties if the appreciation values do not exceed certain thresholds specified in the relevant tax laws. However, prior to September 2004, the Group's local tax authority in Zhengzhou city did not impose the regulation on real estate companies in its area of administration. Since September 2004, the local tax authority has levied the LAT at the rate of 0.8% or 1.0% against total cash receipts from sales of real estate properties, rather than according to the progressive rates. In early 2007, the national PRC tax authorities clarified the regulations to require the full payment of LAT in accordance with the progressive rates.

For the years ended December 31, 2007, 2008 and 2009, the Group has made full provision for LAT with respect to properties sold up to December 31, 2009 in accordance with the requirements set forth in the relevant PRC tax laws and regulations.

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)***(d) Deferred tax*

The tax effects of temporary differences that give rise to the Group's net current deferred tax assets and liabilities as of December 31, 2008 and 2009 are as follows:

	December 31, 2008 US\$	December 31, 2009 US\$
Current deferred tax assets:		
Tax loss to be carried forward	938,774	2,450,225
Accruals and provisions	2,875,146	5,408,695
Excess of advertisement expense	79,249	554,559
Allowance for deferred tax assets		(2,091,985)
Total current deferred tax assets	3,893,169	6,321,495
Current deferred tax liabilities:		
Revenue recognized based on percentage of completion	(25,405,908)	(18,115,493)
Real estate properties accelerated cost deduction		(1,219,211)
Others		(171,801)
Total current deferred tax liabilities	(25,405,908)	(19,506,505)
Net current deferred tax liabilities	(21,512,739)	(13,185,010)

The tax effects of temporary differences that give rise to the Group's net long-term deferred tax assets and liabilities as of December 31, 2008 and 2009 are as follows:

	December 31, 2008 US\$	December 31, 2009 US\$
Long-term deferred tax assets:		
Tax loss to be carried forward	2,688,191	
Accruals and provisions	1,653,704	563,058
Excess of advertisement expense	1,141,501	
Impairment on Suzhou International City Garden project	19,191,125	19,191,125
Others	85,818	
Allowance for deferred tax assets	(11,673,352)	(8,071,406)
Total long-term deferred tax assets	13,086,987	11,682,777
Long-term deferred tax liabilities:		
Real estate properties accelerated cost deduction	(1,218,069)	
Property, plant & equipment		
Revenue recognition based on percentage of completion	(4,936,980)	(7,089,325)

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Others	(102,449)	
Total long-term deferred tax liabilities	(6,257,498)	(7,089,325)
Net long-term deferred tax assets	6,829,489	4,593,452

Certain of the Company's PRC subsidiaries have PRC tax net operating loss carry forwards of US\$2.5 million (2008: US\$3.6 million) which will expire in the beginning of 2013, if unutilized.

During the year ended December 31, 2009, the Group reversed US\$2.3 million of the allowance for deferred tax assets from Suzhou International City Garden. The reversal of the allowance resulted from the improved profit outlook at Suzhou International City Garden.

The Company intends to re-invest all undistributed retained earnings of PRC subsidiaries to finance their future operations. The amount of the unrecognized deferred tax liability for temporary differences related to investments in foreign subsidiaries is not determined because such a determination is not practicable.

For each PRC subsidiary, deferred tax assets have been netted against deferred tax liabilities by current or non-current classification, as the reversal of the underlying temporary differences is expected to occur in the same future periods.

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The deferred tax assets and liabilities will reverse when the originating temporary differences reverse. In addition, as a result of applying the deemed profit method to calculate PRC income taxes payable, deferred tax assets and liabilities will reverse either if the tax years are re-evaluated and reassessed under the statutory taxable income method or the tax years are no longer open for tax review.

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In assessing the ability to realize the deferred tax assets, the Company has considered whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company records a valuation allowance to reduce deferred tax assets to a net amount that management believes is more-likely-than-not of being realizable based on the weight of all available evidence.

13. Share-based compensation

As of December 31, 2009, the Company has two share-based compensation plans under which awards may be granted to both employees and non-employees, which are described below. Compensation cost of US\$3,466,916 (2007: US\$4,858,048, 2008: US\$8,576,296) was charged against income comprising of general and administrative expenses of US\$3,302,750 (2007: US\$4,545,968, 2008: US\$8,189,903) and the elimination of share of income in an equity investee of US\$164,166 (2007: US\$312,080, 2008: US\$386,373), for those plans with a corresponding credit to additional paid-in capital in the year ended December 31, 2009, of which, US\$3,160,293 (2007: US\$4,350,882, 2008: US\$7,946,060) was related to the options granted to employees and US\$306,623 (2007: US\$507,166, 2008: US\$630,236) was related to the options granted to non-employees. The compensation cost is regarded as a permanent difference for income tax purposes as the options were granted by the Company, which is registered in Cayman, a country free of tax. Hence, no tax benefit was recognized upon the compensation cost.

2007 Equity Incentive Plan (the Plan)

On August 11, 2007, the Company granted share options to purchase up to 6,125,374 common shares to its directors and employees, at exercise prices ranging from US\$0.0001 to US\$2.50 per share. These options have a weighted average grant-date fair value of US\$2.67 per option, and a total expected compensation cost, net of expected forfeitures, of US\$15,564,801. These options have vesting periods based on length of service ranging from 10 to 40 months and will expire no later than August 10, 2017. These options are performance-based and did not begin vesting until the Company's IPO was in effect. However, upon the effectiveness of the IPO, these awards had an immediate vesting of all shares that would have vested between the grant date and the effectiveness of the IPO.

2007 Long Term Incentive Plan (the 2007 Plan)

In November 2007, the Company adopted the 2007 Plan which provides for the grant of options, restricted shares, restricted stock units, stock appreciation rights and other stock-based awards to purchase its common shares. The maximum aggregate number of common shares which may be issued pursuant to all awards, including options, is 10 million common shares, subject to adjustment to account for changes in the capitalization of the Company.

On November 5, 2007, the Company granted options under the 2007 Plan to directors, management and key employees for an aggregate of 2,389,840 common shares at the exercise price equal to the price of the IPO (US\$7.00 per share). These options have a weighted average grant-date fair value of US\$3.51 per option, and a total expected compensation cost, net of forfeitures, of US\$7,628,415. These options have vesting periods of up to 36 months, and will expire no later than November 5, 2017.

On July 1, 2008, the Company granted options under the 2007 Plan to purchase up to 360,000 shares to two of its employees, at exercise prices equal to the price of the grant date (US\$2.975 per share). These options have a weighted average grant-date fair value of US\$1.79 per option, and a total expected compensation cost, net of expected forfeitures, of US\$579,960. These options have a vesting period based on length of service of 33 months and will expire no later than July 1, 2018.

On March 31, 2009, the Company granted options under the 2007 Plan to purchase up to 500,000 common shares to one employee, at an exercise price equal to the price of the grant date (US\$1.87 per share). These options have a weighted average grant date fair value of US\$1.255 per option, and a total expected compensation cost, net of expected forfeitures, of US\$564,750. These options have a vesting period based on length of service of 36 months and will expire no later than March 31, 2019.

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In August 2009, under the 2007 Plan, the Company granted share options to purchase up to 100,000 common shares to an employee, at an exercise price of US\$1.30 per share. These options have a weighted average grant date fair value of US\$2.12 per option, and a total expected compensation cost, net of expected forfeitures, of US\$190,800. These options have vesting periods of 27 months and will expire no later than August 11, 2019.

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On August 11, 2007, the Company granted options under the Plan to purchase up to 333,333 common shares to a non-employee consultant, with an exercise price of US\$0.0001 per share, and options to purchase up to 343,788 common shares to the employees of the Group's equity investee, Jiantou Xinyuan, with exercise prices ranging from US\$0.0001 to US\$2.50. These options have vesting periods based on length of service ranging from 40 to 60 months and will expire no later than August 10, 2017. In addition, the Company granted options under the 2007 Plan to purchase up to 52,004 common shares to employees of Jiantou Xinyuan. These options have a vesting period based on length of service of 36 months and will expire no later than November 5, 2017. All other terms of these awards are the same as the employee awards. These awards are accounted for under EITF 96-18 *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services*, as codified in ASC 505-50, *Equity-Based Payments to Non-employees* (ASC 505-50) and the cost will be measured at the date that the services are complete.

The forfeiture rate and fair value assumptions used to value the above options is consistent with the assumptions used to value the options to employees issued under the Plan and the 2007 Plan.

For the year period ended December 31, 2009, compensation cost of US\$306,623 was charged against income for those options granted to non-employees under the Plan and the 2007 Plan.

Assumptions

The Company assumed a forfeiture ratio of 10% for non-executive employees in arriving at the total compensation expense.

The fair value of each option is estimated on the date of grant using the Dividend Adjusted Black-Scholes option-pricing model that uses the assumptions noted below.

	Options Granted under the Plan	Options Granted in 2007 Under the 2007 Plan	Options Granted in 2008 Under the 2007 Plan	Options Granted in 2009 Under the 2007 Plan
Average risk-free rate of return	5.22%	4.61%	4.52%	3.26%
Expected term	5.61 Years	5.80 Years	5.75 Years	5.75 Years
Volatility rate	50.13%	46.50%	62.20%	75.70%
Dividend yield	0%	0%	0%	0%

The risk-free rate for periods within the expected life of the option is based on the implied yield rates of China International Bond denominated in U.S. dollars as of the valuation date. The expected life of options represents the period of time the granted options are expected to be outstanding. As the Company had not previously granted options, no historical exercising pattern could be followed in estimating the expected life. Therefore, the expected life was estimated as the average of the contractual term and the vesting period. The Company has not paid dividends in the past nor does it expect to pay dividends in the foreseeable future. Because the Company lacks sufficient trading history, the expected volatility was based on the historical volatilities of comparable publicly traded companies engaged in similar businesses.

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Share Option Activity

The following table is a summary of the Company's share option activity under the Plan (in US\$, except options):

	Number of Options	Weighted Average Exercise Price	Weighted Remaining Contractual Life (Years)	Average Intrinsic Value
Options under the Plan				
Outstanding, January 1, 2008				
0.0001 (exercise price)	3,604,078	0.0001	9.58	25,642,655
0.8115 (exercise price)	400,000	0.8115	9.58	2,521,400
2.50 (exercise price)	2,697,887	2.5	9.58	12,450,749
Granted to employee				
Exercised				
0.0001 (exercise price)	2,248,106	0.0001		2,742,465
0.8115 (exercise price)	370,832	0.8115		151,485
Expired				
Forfeited/Cancelled				
0.0001 (exercise price)	360,696	0.0001		
0.8115 (exercise price)	29,168	0.8115		
2.50 (exercise price)	623,484	2.5		
Outstanding, December 31, 2008				
0.0001 (exercise price)	995,276	0.0001	8.58	1,200,813
0.8115 (exercise price)				
2.50 (exercise price)	2,074,403	2.5	8.58	
Granted to employee				
Exercised				
0.0001 (exercise price)	304,140	0.0001		679,722
0.8115 (exercise price)		0.8115		
2.50 (exercise price)	159,632	2.5		
Expired				
Forfeited/Cancelled				
0.0001 (exercise price)	189,589	0.0001	7.58	423,712
0.8115 (exercise price)				
2.50 (exercise price)	684,074	2.5	7.58	
Outstanding, December 31, 2009				
0.0001 (exercise price)	501,547	0.0001	7.58	1,120,907
0.8115 (exercise price)				
2.50 (exercise price)	1,230,697	2.5	7.58	
Exercisable as at December 31, 2009				
Options of employee				

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0.0001 (exercise price)	17,281	0.0001	7.58	38,621
0.8115 (exercise price)				
2.50 (exercise price)	879,059	2.5	7.58	

The aggregate intrinsic value in the table above represents the total intrinsic value (the aggregate difference between the Company's closing stock price of US\$2.235 per ordinary share as of December 31, 2009 and the exercise price for in-the-money options) that would have been received by the option holders if all in-the-money options had been exercised on December 31, 2009.

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As of December 31, 2009, there was US\$1,442,661 and US\$726,356 of total unrecognized compensation cost related to unvested share-based compensation arrangements granted to employees and non-employees, respectively, under the Plan. The cost is expected to be recognized using a straight-line method over a weighted-average period of 1.73 years.

The following table is a summary of the Company's share option activity under the 2007 Plan (in US\$, except options):

	Number of Options	Weighted Average Exercise Price	Weighted Remaining Contractual Life (Years)	Intrinsic Value
Options Under the 2007 Plan				
Outstanding, January 1, 2008				
7.0 (exercise price)	2,384,142	7.00	9.83	274,176
Granted				
2.975 (exercise price)	360,000	2.975		
Exercised				
Expired				
Forfeited/Cancelled				
7.0 (exercise price)	923,322	7.00		
2.975 (exercise price)	150,000	2.975		
Outstanding, December 31, 2008				
7.0 (exercise price)	1,460,820	7.00	8.83	
2.975 (exercise price)	210,000	2.975	9.5	
Granted				
1.87 (exercise price)	500,000	1.87	9.25	
1.30 (exercise price)	100,000	1.30	9.58	
Exercised				
Expired				
Forfeited/Cancelled				
7.0 (exercise price)	455,560	7.00	7.83	
2.975 (exercise price)	30,000	2.975	8.50	
Outstanding, December 31, 2009				
7.0 (exercise price)	1,005,260	7.00	7.83	
2.975 (exercise price)	180,000	2.975	8.50	
1.87 (exercise price)	500,000	1.87	9.25	182,500
1.30 (exercise price)	100,000	1.30	9.575	93,500
Exercisable as at December 31, 2009				
7.0 (exercise price)	697,440	7.00	7.83	
2.975 (exercise price)	90,000	2.975	8.50	
1.87 (exercise price)	138,888	1.87	9.25	50,694

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1.30 (exercise price)

16,666

1.30

9.575

15,583

As of December 31, 2009, there was US\$1,736,285 and US\$16,648 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted to employees and non-employees, respectively, under the 2007 Plan. The cost is expected to be recognized using a straight-line method over a weighted-average period of 1.31 years.

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(All amounts stated in US\$, except for number of shares data)

14. Other payables and accrued liabilities

The components of accrued expenses and other liabilities are as follows:

	December 31, 2008 US\$	December 31, 2009 US\$
Contract deposit	9,572,543	11,844,194
Accrued expense	2,375,379	5,590,208
Deed tax and maintenance fund withheld for customer	1,318,572	2,729,334
Bidding deposit	447,006	1,023,855
Welfare	1,567,511	1,622,327
Sales and other tax payable	1,712,386	10,121,602
Others	3,120,585	573,260
Total	20,113,982	33,504,780

15. Related-party and employee transactions*(a) Due from related parties*

	December 31, 2008 US\$	December 31, 2009 US\$
Jiantou Xinyuan	7,073,211	701,940
Others	6,000	
Total	7,079,211	701,940

Jiantou Xinyuan is co-invested by two third party shareholders and the Group, and the Group holds 45% of the total shares of Jiantou Xinyuan (see Note 7). In May and June 2007, the Company made two loans to Jiantou Xinyuan in the amount of US\$8.0 million and US\$8.0 million, respectively. These loans bore interest at the rate of 6.57% per annum and had fixed terms of one year. In July 2008, the Company extended a loan to Jiantou Xinyuan in the amount of US\$6.7 million, which bore an annual interest rate of 8.21% and was paid off by Jiantou Xinyuan in July 2009. The balance as of December 31, 2009 mainly represents the management and service fees charged to Jiantou Xinyuan.

(b) Due from employees

December 31, 2008	December 31, 2009
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	US\$	US\$
Advances to employees	36,034	84,576

The balance represents cash advances to employees for traveling expenses and other expenses. The balances bear no interest and have no fixed payment terms.

(c) Others

For the year ended December 31, 2009, total directors' remuneration paid amounted to US\$752,611 (2007: US\$201,710; 2008: US\$239,068).

On December 27, 2006, Henan Xinyuan entered into a consulting agreement with another consulting company which is beneficially owned by Yong Cui, one of Henan Xinyuan's directors, to provide similar finance consulting services to the Group, with an annual fee of US\$30,735 starting from April 16, 2007. The agreement will expire on April 15, 2012, and it can be terminated by written consent from both parties. The agreement contains provisions on confidentiality and non-competition.

16. Equity

(i) As at December 31, 2009 the Company's authorized share capital was 500 million common shares, par value US\$0.0001 per share (December 31, 2008: 500 million common shares).

(ii) In March 2006, the Company issued 60,000,000 outstanding common shares to the Zhang Family for a consideration of US\$6,000.

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)**

(iii) In November 2006, the Company issued 15,704,379 common shares for US\$0.9551 per share, for total cash proceeds of US\$14,552,985, net of issuance cost. These shares were issued to Blue Ridge China (9,422,627 shares) and Equity International (6,281,752 shares).

(iv) In December 2007, the Company offered 20,125,000 American Depositary Shares (ADSs), representing 40,250,000 common shares, at US\$14 each to the public, raising proceeds of US\$262,882,355, net of issuance costs of US\$1,878,841. The Company's ADSs are traded on the New York Stock Exchange.

(v) In December 2007, issued and outstanding Series A redeemable convertible preference shares were converted to 30,805,400 common shares on a one to one basis upon the completion of the Company's IPO.

(vi) During the year ended December 31, 2009, nil options (2008: 370,832 options) were exercised at US\$0.8115 per share under the Plan, 304,140 options (2008: 2,248,106 options) were exercised at US\$0.0001 per share under the Plan, and 159,632 options (2008: nil options) were exercised at US\$2.5 per share under the Plan.

17. Earnings per share

Basic and diluted net earnings per share for each period presented are calculated as follows:

	2007 US\$	December 31, 2008 US\$	2009 US\$
Numerator:			
Net income (loss)	45,663,156	(23,639,951)	42,419,028
Accretion of Series A convertible redeemable preference shares	(2,739,383)		
Deemed dividend	(182,228,622)		
Net income (loss) attributable to ordinary shareholders - basic and diluted	(139,304,849)	(23,639,951)	42,419,028
Denominator:			
Number of shares outstanding, opening	75,704,379	148,398,102	151,017,040
Weighted average number of shares issued		751,207	235,775
Weighted average number of shares issued at IPO	2,095,205		
Convertible notes			9,597,000
Stock options			21,572
Burnham warrant	85,283		
Convertible redeemable preference shares	30,805,400		
Number of shares outstanding - basic	108,690,267	149,149,309	151,252,815
Number of shares outstanding - diluted	108,690,267	149,149,309	160,871,387
Basic earnings (loss) per share	(1.28)	(0.16)	0.28
Diluted earnings (loss) per share	(1.28)	(0.16)	0.26

During the year ended December 31, 2009, 3,295,976 stock options were excluded from the calculation of earnings per share because their effect would be anti-dilutive. Further, during the year ended December 31, 2009, 5,357,143 FRN Warrants were excluded from the calculation of earnings per share because their effect would be anti-dilutive.

18. Segment reporting

The Group considers that each of its individual property developments is a discrete operating segment. The Group has aggregated its segments on a provincial basis as property development projects undertaken within a province have similar expected economic characteristics, type of properties offering, customers and market and regulatory environment. The Group's reportable operating segments are comprised of the Henan Province, Shandong Province, Jiangsu Province, Sichuan Province and Anhui Province.

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Each geographic operating segment is principally engaged in the construction and development of residential real estate units. The other category relates to investment holdings, property management services, installation of intercom systems, landscaping, engineering and management, real estate sale, purchase and lease activities. The accounting policies of the various segments are the same as those described in Note 2, Summary of Significant Accounting Policies .

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(All amounts stated in US\$, except for number of shares data)**

The Group's chief operating decision maker relies upon net sales, gross profit and net income when making decisions about allocating resources and assessing performance of the Group. Net sales for geographic segments are generally based on the location of the project development. Net income for each segment includes net sales to third parties, related cost of sales and operating expenses directly attributable to the segment.

No single customer accounted for more than 10% of net sales for the year ended December 31 2007, 2008 and 2009.

Summary information by operating segment is as follows:

December 31, 2007	Henan US\$	Shandong US\$	Jiangsu US\$	Anhui US\$	Sichuan US\$	Others US\$	Consolidated US\$
Net real estate sales	98,022,901	77,844,629	98,144,397	31,656,566			305,668,493
Real estate lease income	338,600						338,600
Other revenue	93,496	17,985	5,599	13,185	41,551	3,546,352	3,718,168
Total revenue	98,454,997	77,862,614	98,149,996	31,669,751	41,551	3,546,352	309,725,261
Cost of real estate sales	(49,714,620)	(63,995,477)	(67,699,890)	(23,772,469)		(27,801.0)	(205,210,257)
Cost of real estate lease income	(654,626)						(654,626)
Other costs						(2,269,867)	(2,269,867)
Total cost of revenue	(50,369,246)	(63,995,477)	(67,699,890)	(23,772,469)		(2,297,668)	(208,134,750)
Gross profit	48,085,751	13,867,137	30,450,106	7,897,282	41,551	1,248,684	101,590,511
Operating expenses	(10,059,497)	(3,371,156)	(4,818,048)	(2,032,595)	(1,543,534)	(5,766,673)	(27,591,503)
Operating income/(loss)	38,026,254	10,495,981	25,632,058	5,864,687	(1,501,983)	(4,517,989)	73,999,008
Interest income	855,942	112,083	358,189	39,210	21,268	29,885	1,416,577
Interest expense	(411,246)	(681,895)		(447,021)		(1,663,849)	(3,204,011)
Exchange gains	3,082,842						3,082,842
Income from change in fair value of warrant liability						(8,602,000)	(8,602,000)
Share of income in an entity	8,686,233						8,686,233
Income/(loss) before income taxes	50,240,025	9,926,169	25,990,247	5,456,876	(1,480,715)	(14,753,953)	75,378,649
Income tax expense/benefit	(17,133,590)	(3,381,321)	(7,245,853)	(1,556,332)	337,215	(735,612)	(29,715,493)
Net income/(loss)	33,106,435	6,544,848	18,744,394	3,900,544	(1,143,500)	(15,489,565)	45,663,156
Depreciation and amortization	678,093	49,849	48,251	29,347	38,709	981,729	1,825,978
Capital expenditure	1,732,975	169,541	229,641	86,444	247,335	123,816	2,589,752
Real estate property development completed	1,595,915	3,321,153					4,917,068
Real estate property under development (current)	128,006,180	57,010,696	126,667,233	811,212	66,647,732		379,143,053

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Real estate property under development (non-current)		9,737,735						9,737,735
Real estate property held for lease	6,811,050							6,811,050
Total long-lived assets	20,047,597	624,512	340,877	152,573	9,979,717	5,703,416		36,848,692
Total assets	193,350,607	100,171,868	168,343,242	11,745,490	71,050,051	262,533,995		807,195,253

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Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(All amounts stated in US\$, except for number of shares data)

December 31, 2008	Henan US\$	Shandong US\$	Jiangsu US\$	Anhui US\$	Sichuan US\$	Others US\$	Consolidated US\$
Net real estate sales	52,756,868	123,469,248	128,269,066	43,610,192	4,075,366		352,180,740
Real estate lease income	378,912	168					379,080
Other revenue	581,349	73,574	172,540	32,272	3,076	3,209,326	4,072,137
Total revenue	53,717,129	123,542,990	128,441,606	43,642,464	4,078,442	3,209,326	356,631,957
Cost of real estate sales	(42,595,952)	(99,297,613)	(176,613,712)	(30,493,866)	(3,298,805)		(352,299,948)
Cost of real estate lease income	(394,783)	(715)					(395,498)
Other costs	(364,637)	(5,163)	(81,796)	(4,452)	(517,617)	(3,124,727)	(4,098,392)
Total cost of revenue	(43,542,384)	(99,303,491)	(176,695,508)	(30,498,318)	(3,816,422)	(3,124,727)	(356,980,850)
Gross profit/(loss)	10,174,745	24,239,499	(48,253,902)	13,144,146	262,020	84,599	(348,893)
Operating expenses	(15,478,312)	(4,323,095)	(8,654,887)	(1,381,034)	(3,767,369)	(12,316,892)	(45,921,589)
Operating income/(loss)	(5,303,567)	19,916,404	(56,908,789)	11,763,112	(3,505,349)	(12,232,293)	(46,270,482)
Interest income	1,104,243	168,571	527,180	45,944	167,398	1,478,456	3,491,792
Exchange gains	3,603,164						3,603,164
Income from change in fair value of warrant liability						16,422,000	16,422,000
Share of income/(loss) in an entity	10,229,475					(386,392)	9,843,083
Income/(loss) before income taxes	9,633,315	20,084,975	(56,381,609)	11,809,056	(3,337,951)	5,281,771	(12,910,443)
Income tax (expense)/benefit	(3,596,479)	(5,320,316)	2,880,416	(2,797,717)	724,771	(2,620,183)	(10,729,508)
Net income/(loss)	6,036,836	14,764,659	(53,501,193)	9,011,339	(2,613,180)	2,661,588	(23,639,951)
Depreciation and amortization	979,784	300,262	241,733	42,084	194,700	636,388	2,394,951
Capital expenditure	395,549	1,920,232	6,460,196	9,029	78,403	140,146	9,003,555
Real estate property development completed	281,907	46,018					327,925
Real estate property under development (current)	79,586,295	26,144,986	323,611,183	229,045	76,171,064	14,753,333	520,495,906
Real estate property under development (non-current)	45,666,905				57,040,382		102,707,287
Real estate property held for lease	6,858,892	1,887,694	6,104,201				14,850,787
Total long-lived assets	75,752,988	2,174,833	18,177,885	129,463	59,060,708	2,857,285	158,153,162
Total assets	424,149,339	104,485,745	155,570,446	42,259,379	95,554,258	114,146,915	936,166,082

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(All amounts stated in US\$, except for number of shares data)

December 31, 2009	Henan US\$	Shandong US\$	Jiangsu US\$	Anhui US\$	Sichuan US\$	Others US\$	Consolidated US\$
Net real estate sales	90,049,823	89,713,230	198,070,688	6,902,453	56,601,483		441,337,677
Real estate lease income	319,433	1,025					320,458
Other revenue	151,442	69,117	127,340	51,074	18,458	6,908,928	7,326,359
Total revenue	90,520,698	89,783,372	198,198,028	6,953,527	56,619,941	6,908,928	448,984,494
Cost of real estate sales	(72,590,799)	(75,362,270)	(151,343,773)	(4,335,579)	(47,803,636)		(351,436,057)
Cost of real estate lease income	(597,164)	(1,091)					(598,255)
Other costs	(155,419)	(99,955)	(1,886,234)	(20,104)	(14,748)	(5,528,508)	(7,704,968)
Total cost of revenue	(73,343,382)	(75,463,316)	(153,230,007)	(4,355,683)	(47,818,384)	(5,528,508)	(359,739,280)
Gross profit/(loss)	17,177,316	14,320,056	44,968,021	2,597,844	8,801,557	1,380,420	89,245,214
Operating expenses	(12,957,908)	(2,770,894)	(8,388,311)	(552,520)	(2,593,035)	(6,394,851)	(33,657,519)
Operating income/(loss)	4,219,408	11,549,162	36,579,710	2,045,324	6,208,522	(5,014,431)	55,587,695
Interest income	1,041,212	134,122	885,586	19,085	173,183	134,797	2,387,985
Exchange gains	79,638						79,638
Other operating expenses						(383,333)	(383,333)
Income from change in fair value of warrant liability						169,736	169,736
Share of income/(loss) in an entity	4,562,610					(160,512)	4,402,098
Income/(loss) before income taxes	9,902,868	11,683,284	37,465,296	2,064,409	6,381,705	(5,253,743)	62,243,819
Income tax expense	(2,398,908)	(3,758,223)	(10,259,748)	(878,126)	(1,702,352)	(827,434)	(19,824,791)
Net income/(loss)	7,503,960	7,925,061	27,205,548	1,186,283	4,679,353	(6,081,177)	42,419,028
Depreciation and amortization	1,137,425	352,662	175,078	24,828	123,714	359,571	2,173,278
Capital expenditure	353,113						353,113
Real estate property development completed	1,080,537	226,313					1,306,850
Real estate property under development (current)	241,231,627	3,485,125	224,648,684	180,252	91,044,731		560,590,419
Real estate property under development (non-current)							
Real estate property held for lease	5,622,713	1,824,828	8,883,795	945,250			17,276,586
Total long-lived assets	11,912,865	2,134,271	14,878,412	1,034,079	635,767	1,829,893	32,425,287
Total assets	483,746,910	57,035,256	200,266,970	15,942,909	83,305,122	41,485,282	881,782,449

19. Commitments and contingencies

The Group leases certain of its office properties under operating lease arrangements. Payments under operating leases are expensed on a straight-line basis over the periods of their respective leases, and the terms of the leases do not contain rent escalation, or contingent rent, renewal, or purchase options. There are no restrictions placed upon the Group by entering into these leases.

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Commitments

As of December 31, 2009, the Group had lease payments under non-cancellable leases falling due as follows:

	Amount US\$
2010	1,446,526
2011	1,272,479
2012	1,269,184
2013	299,364
2014 and thereafter	481,735
 Total	 4,769,288

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As of December 31, 2009, the Group had outstanding commitments with respect to non-cancelable construction contracts for real estate development and land use rights purchases as follows:

	Amount US\$
Due within 1 year	376,260,325
<i>Contingencies</i>	

The PRC subsidiaries have complied with the requirements of their local authority to accrue for retirement benefit contributions in respect of their employees (See Note 2 (r)). However payment of such accrued amount has not been sought by the regulatory bureau.

As at December 31, 2009, the Group provided guarantees of US\$509,230,617 (2008: US\$383,950,604), in favor of its customers in respect of mortgage loans granted by banks to such customers for their purchases of the Group's properties where the underlying real estate ownership certificates can only be provided to the banks on a time delay manner due to administrative procedures in the PRC. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible for repaying the outstanding mortgage principal together with the accrued interest and penalty owed by the defaulted purchasers to the bank and the Group is entitled to take over the legal titles and possession of the related properties. The Group's guarantee period starts from the dates of grant of the relevant mortgage loans and ends upon issuance of real estate ownership certificates which will generally be available within six to twelve months after the purchasers take possession of the relevant properties.

The fair value of the guarantees is not significant and the management considers that in case of default in payments, the net realizable value of the related properties can cover the repayment of the outstanding mortgage principal together with the accrued interest and penalty and therefore no provision has been made for the guarantees.

Upon adoption of ASC 740-10 on January 1, 2007, the Group decreased deferred tax payable by US\$2,667,594 and increased unrecognized tax benefits by the same amount as ASC 740-10 specifies that tax positions for which the timing of the ultimate resolution is uncertain should be recognized as long-term liabilities. The Company also recognized additional unrecognized tax benefits of US\$ 820,040 and US\$11,945 for the year ended December 31, 2008 and 2009, respectively. At this time, the Company is unable to make a reasonably reliable estimate of the timing of payments in individual years beyond 12 months due to uncertainties in the timing of tax audit outcomes.

20. Concentration of risk

The Group's operations are conducted in the PRC. Accordingly, the Group's business, financial condition and results of operations may be influenced by the political, economic and legal environments in the PRC and by the general state of the PRC economy.

The Group's operations in the PRC are subject to special considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic and legal environments and foreign currency exchange. The Group's results may be adversely affected by changes in the political and social conditions in the PRC, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things.

The Group transacts most of its business in RMB, which is not freely convertible into foreign currencies. All foreign exchange transactions take place either through the PBOC or other banks authorized to buy and sell foreign currencies at the exchange rates quoted by the PBOC. Approval of foreign currency payments by the PBOC or other institutions requires submitting a payment application form together with suppliers' invoices, shipping documents and signed contracts.

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On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the RMB to the US\$. Under the new policy, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. This change in policy has resulted in a 17% appreciation of the RMB against the US\$ from July 21, 2005 to December 31, 2009.

Additionally, the value of the RMB is subject to changes in central government policies and to international economic and political developments affecting supply and demand in the PRC foreign exchange trading system market.

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XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(All amounts stated in US\$, except for number of shares data)

The Group's real estate projects are concentrated in Henan province. Any negative events such as a slowdown in the economy in Henan province might cause material loss to the Group and have a material adverse effect on the Group's financial condition and results of operations. The risk in this respect is mitigated by the Group by expanding its operations outside of Henan province.

The Group uses various suppliers and sells to a wide range of customers. No single supplier or customer accounted for more than 10% of revenue or project expenditures for the year ended December 31, 2007, 2008 and 2009.

21. Condensed financial information of the Company

The condensed financial statements of Xinyuan Real Estate Co., Ltd. (the Company) have been prepared in accordance with accounting principles generally accepted in the United States of America. Under the PRC laws and regulations, the Company's PRC subsidiaries are restricted in their ability to transfer certain of their net assets to the Company in the form of dividend payments, loans or advances. The amounts restricted include paid-in capital and statutory reserves, as determined pursuant to PRC generally accepted accounting principles, totaling US\$331,434,918 as of December 31, 2009 (2008:US\$320,167,418).

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(All amounts stated in US\$, except for number of shares data)

Balance Sheet

	Year ended December 31	
	2008	2009
	US\$	US\$
ASSETS		
Current assets		
Cash and cash equivalents	303,069	293,242
Other receivable	225	255
Other current assets		709,168
Due from a subsidiary	365,734,948	362,130,718
Total current assets	366,038,242	363,133,383
Other assets	2,785,351	1,236,868
Investments in subsidiaries	129,058,447	189,805,568
TOTAL ASSETS	497,882,040	554,175,819
LIABILITIES AND SHAREHOLDERS EQUITY		
Current liabilities		
PRC income tax payable	787,829	842,803
PRC other tax payable	379,366	703,830
Other payable and accrued liabilities	651,208	1,477,950
Other long-term debt due within one year	95,638,869	104,238,775
Total current liabilities	97,457,272	107,263,358
Derivative liabilities associated with long term debt and preferred shares	170,000	264
Total liabilities	97,627,272	107,263,622
Shareholders equity		
Common shares, \$0.0001 par value:		
Authorized 500,000,000 shares, issued and outstanding 151,480,932 shares for 2009 (2008: 151,017,040 shares)	15,102	15,148
Additional paid-in capital	499,154,814	503,020,794
Accumulated deficit	(98,915,148)	(56,123,745)
Total shareholders equity	400,254,768	446,912,197
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	497,882,040	554,175,819

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(All amounts stated in US\$, except for number of shares data)

Statement of Operations

	Year ended December 31		
	2007 US\$	2008 US\$	2009 US\$
Sales tax		(379,366)	(324,464)
Selling and distribution expenses	(115,129)		
General and administrative expenses	(2,787,506)	(9,951,902)	(5,081,517)
Operating loss	(2,902,635)	(10,331,268)	(5,405,981)
Interest expense	(1,516,070)	(6,682,929)	(11,526,711)
Interest income		1,437,688	13
Income/(loss) from change in fair value of warrant liability	(8,602,000)	16,422,000	169,736
Other expenses			(383,333)
Equity in profit/(loss) of subsidiaries, net	59,058,948	(23,697,613)	60,214,233
Income/(loss) from operations before income taxes	46,038,243	(22,852,122)	43,067,957
PRC income taxes	(375,087)	(787,829)	(648,929)
Net income/(loss)	45,663,156	(23,639,951)	42,419,028
Accretion of Series A convertible redeemable preference shares	(2,739,384)		
Deemed dividend	(182,228,622)		
Net income/(loss) attributable to ordinary shareholders	(139,304,850)	(23,639,951)	42,419,028

Table of Contents**XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(All amounts stated in US\$, except for number of shares data)

Statement of cash flows

	Year ended December 31		
	2007 US\$	2008 US\$	2009 US\$
Cash flows from operating activities			
Net income/(loss)	45,663,156	(23,639,951)	42,419,028
Adjustment to reconcile net income to net cash used in operating activities:			
Equity in profit/(loss) of subsidiaries, net	(59,058,948)	23,697,613	(60,214,233)
Depreciation and amortization	1,112,303	1,666,264	1,445,191
Accretion of long-term debt	1,715,721	4,228,588	4,217,034
Changes in fair value of warrants liabilities	8,602,000	(16,422,000)	(169,736)
Changes in fair value of embedded derivatives, net of amount capitalized	(3,531,817)		
Contingent put option expense			5,000,000
Stock based compensation expense	4,545,968	8,189,903	3,302,750
Changes in operating assets and liabilities:			
Other receivables		2,835,037	3,624
Other assets		(619,747)	(605,876)
Due from a subsidiary	(113,121,068)	(242,833,953)	3,604,230
Due to a subsidiary	5,133		
Income tax payable	375,087	412,742	54,973
Other tax payable		379,366	324,464
Other payable and accrued liabilities	300,000	(2,330,403)	826,742
Accrued interest	2,285,101	(360,626)	(617,128)
Compensation charge of IPO expense	(1,948,466)		
Net cash used in operating activities	(113,055,830)	(244,797,167)	(408,937)
Cash flows from financing activities			
Proceeds from issuance of common shares	262,882,355		
Issuance cost of debt	(4,944,170)		
Proceeds from other long-term debts	100,000,000		
Proceeds from issuance of common shares		217,881	399,110
Net cash provided by financing activities	357,938,185	217,881	399,110
Net increase/(decrease) in cash and cash equivalents	244,882,355	(244,579,286)	(9,827)
Cash and cash equivalents, at the beginning of the year		244,882,355	303,069
Cash and cash equivalents, at end of the period	244,882,355	303,069	293,242

(a) Basis of presentation

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In the Company-only financial statements, the Company's investment in subsidiaries is stated at cost plus its equity interest in undistributed earnings of subsidiaries since inception. The Company-only financial statements should be read in conjunction with the Company's consolidated financial statements.

The Company records its investment in its subsidiaries under the equity method of accounting as prescribed in APB Opinion No. 18, The Equity Method of Accounting for Investments in Common Stock, as codified in ASC 323 Investment-Equity Method and Joint Ventures (ASC 323). Such investment is presented on the balance sheet as Investment in subsidiaries and share of the subsidiaries' profit or loss as Equity in profit (loss) of subsidiary company, net on the statements of operations.

The subsidiaries and equity investee did not pay any dividends to the Company for the periods presented.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted.

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XINYUAN REAL ESTATE CO., LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(All amounts stated in US\$, except for number of shares data)

(b) Related party transactions

For the year ended December 31, 2008, related party transactions were mainly composed of US\$235 million, transferred to Xinyuan Real Estate Ltd for investment in additional subsidiaries in the PRC and an amount of US\$7.5 million for interest in bond (see Note 10) transferred to subsidiary. The amounts were non-interest bearing and have no fixed repayment date.

(c) Commitments

The Company does not have significant commitments or long-term obligations as of the period end presented.

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Table of Contents**EXHIBIT INDEX**

Exhibit Number	Description of Document
1.1	Amended and Restated Memorandum and Articles of Association (incorporated by reference to Exhibit 3.1 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
1.2	Amendment to Amended and Restated Articles of Association (incorporated by reference to Exhibit 99.5 from our Form 6-K (File No. 001-33863) filed with the SEC on December 10, 2009)
2.1	Indenture regarding the guaranteed senior secured floating rate notes due 2010, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd and the Hong Kong and Shanghai Banking Corporation Limited as Trustee (incorporated by reference to Exhibit 10.4 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
2.2	Indenture Supplement No. 1, dated August 21, 2009, to Indenture regarding the guaranteed senior secured floating rate notes due 2010, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd and the Hong Kong and Shanghai Banking Corporation Limited as Trustee (incorporated by reference to Exhibit 2.2 from Amendment No. 1. to our annual report (File No. 001-33863), as amended, initially filed with the SEC on September 29, 2009)
2.3	Indenture regarding the 2% guaranteed convertible subordinate notes due 2012, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd and the Hong Kong and Shanghai Banking Corporation Limited as Trustee (incorporated by reference to Exhibit 10.6 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
2.4	Indenture Supplement No. 1, dated August 21, 2009, to Indenture regarding 2% guaranteed convertible subordinate notes due 2012, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd and the Hong Kong and Shanghai Banking Corporation Limited as Trustee (incorporated by reference to Exhibit 2.4 from Amendment No. 1. to our annual report (File No. 001-33863), as amended, initially filed with the SEC on September 29, 2009)
2.5	Deposit Agreement, dated as of December 11, 2007, among Xinyuan Real Estate Co., Ltd., JPMorgan Chase Bank, N.A., as depository, and holders of American Depositary Shares (incorporated by reference to Exhibit 2.5 from Amendment No. 1. to our annual report (File No. 001-33863), as amended, initially filed with the SEC on September 29, 2009)
4.1	2007 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.2	2007 Long Term Incentive Plan (incorporated by reference to Exhibit 10.2 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.3	Form of securities purchase agreement, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd and purchaser (incorporated by reference to Exhibit 10.3 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.4	Warrant agreement, dated as of April 13, 2007, between Xinyuan Real Estate Co., Ltd. and the Hong Kong and Shanghai Banking Corporation Limited (incorporated by reference to Exhibit 10.5 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.5	Equity registration right agreement, dated as of April 13, 2007, by and among Xinyuan Real Estate Co., Ltd., each of the holders of the Warrants and each of the holders of the Convertible Notes (incorporated by reference to Exhibit 10.7 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.6	Voting agreement, dated as of April 13, 2007, by and among Xinyuan Real Estate Co., Ltd., Drawbridge Global Macro Master Fund Ltd. and Mr. Yong Zhang and Ms. Yuyan Yang (incorporated by reference to Exhibit 10.8 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the Commission on November 16, 2007)
4.7	Share exchange and assumption agreement, dated as of April 9, 2007, among Blue Ridge China Partners, L.P., EI Fund II China, LLC, Yong Zhang, Yuyan Yang, Xinyuan Real Estate, Ltd. and Xinyuan Real Estate Co., Ltd. (incorporated by reference to Exhibit 10.9 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
4.8	Amended and Restated shareholders agreement, dated as of October 31, 2007, among Blue Ridge China Partners, L.P., EI Fund II China, LLC, Yong Zhang, Yuyan Yang, Xinyuan Real Estate, Ltd., Xinyuan Real Estate Co., Ltd. and, to the extent set forth herein, Burnham Securities Inc. and Joel B. Gardner (incorporated by reference to Exhibit 10.10 from our F-1 registration statement (File

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No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)

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- 4.9 Amended and restated warrant, dated as of August 28, 2007, between Xinyuan Real Estate Co., Ltd. and EI Fund II China, LLC (incorporated by reference to Exhibit 10.11 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.10 Amended and restated warrant, dated as of August 28, 2007, between Xinyuan Real Estate Co., Ltd. and Blue Ridge China Partners, L.P. (incorporated by reference to Exhibit 10.12 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.11 Burnham warrants holders letter agreement, dated April 9, 2007, among Xinyuan Real Estate Co., Ltd., Xinyuan Real Estate, Ltd., Burnham Securities Inc. and Joel B. Gardner (incorporated by reference to Exhibit 10.13 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.12 Credit agreement, dated as of December 7, 2006, among Blue Ridge China Partners, L.P., EI Fund II China, LLC, and Xinyuan Real Estate, Ltd. (incorporated by reference to Exhibit 10.14 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.13 Share purchase agreement, dated as of November 18, 2006, among Blue Ridge China Partners, L.P., EI Fund II China, LLC, Yong Zhang, Yuyan Yang and Xinyuan Real Estate, Ltd. (incorporated by reference to Exhibit 10.15 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.14 Securities purchase agreement, dated as of August 22, 2006, among Blue Ridge China Partners, L.P., EI Fund II China, LLC, Yong Zhang, Yuyan Yang and Xinyuan Real Estate, Ltd. (incorporated by reference to Exhibit 10.16 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.15 Form of Indemnification Agreement (incorporated by reference to Exhibit 10.17 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.16 Form of employment agreement between the registrant and senior executives (incorporated by reference to Exhibit 10.18 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.17 Form of confidentiality and non-competition agreement between the registrant and senior executives (incorporated by reference to Exhibit 10.19 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.18 English translation of the joint venture contract of Zhengzhou Jiantou Xinyuan Real Estate Co., Ltd., dated August 20, 2005, among Henan Xinyuan Real Estate Co., Ltd., Zhengzhou General Construction Investment Company and Zhengzhou Jiantou Project Consulting Co., Ltd. (incorporated by reference to Exhibit 10.21 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.19 English translation of financial consulting services agreement, dated December 27, 2006, between Henan Xinyuan Real Estate Co., Ltd. and Beijing Runzheng Investment Consulting Co., Ltd. (incorporated by reference to Exhibit 10.22 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.20 (a) English translation of the share transfer agreement regarding Zhengzhou Mingyuan Landscape Engineering Co., Ltd., dated September 1, 2006, among Yong Zhang, Henan Xinyuan Real Estate Co., Ltd. and Zhengzhou Mingyuan Landscape Engineering Co., Ltd. (incorporated by reference to Exhibit 10.23 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- (b) English translation of the share transfer agreement regarding Zhengzhou Mingyuan Landscape Engineering Co., Ltd., dated September 1, 2006, among Yuyan Yang, Henan Xinyuan Real Estate Co., Ltd. and Zhengzhou Mingyuan Landscape Engineering Co., Ltd. (incorporated by reference to Exhibit 10.23 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- 4.21 (a) English translation of the share transfer agreement regarding Zhengzhou Xinyuan Computer Network Engineering Co., Ltd., dated September 1, 2006, among Yong Zhang, Henan Xinyuan Real Estate Co., Ltd. and Zhengzhou Xinyuan Computer Network Engineering Co., Ltd. (incorporated by reference to Exhibit 10.24 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)
- (b) English translation of the share transfer agreement regarding Zhengzhou Xinyuan Computer Network Engineering Co., Ltd., dated September 1, 2006, among Yuyan Yang, Henan Xinyuan Real Estate Co., Ltd. and Zhengzhou Xinyuan Computer Network Engineering Co., Ltd. (incorporated by reference to Exhibit 10.24 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)

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4.22 English translation of the share transfer agreement regarding Henan Xinyuan Real Estate Agency Co., Ltd., dated September 1, 2006, among Yuyan Yang, Henan Xinyuan Real Estate Co., Ltd. and Henan Xinyuan Real Estate Agency Co., Ltd. (incorporated by reference to Exhibit 10.25 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)

4.23 (a) English translation of the share transfer agreement regarding Henan Xinyuan Property Management Co., Ltd., dated September 1, 2006, among Yong Zhang, Henan Xinyuan Real Estate Co., Ltd. and Henan Xinyuan Property Management Co., Ltd. (incorporated by reference to Exhibit 10.26 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)

(b) English translation of the share transfer agreement regarding Henan Xinyuan Property Management Co., Ltd., dated September 1, 2006, among Yuyan Yang, Henan Xinyuan Real Estate Co., Ltd. and Henan Xinyuan Property Management Co., Ltd. (incorporated by reference to Exhibit 10.26 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)

4.24 (a) English translation of the share transfer agreement regarding Henan Xinyuan Real Estate Co., Ltd., dated August 7, 2006, among Yong Zhang, Xinyuan (China) Real Estate, Ltd. and Henan Xinyuan Real Estate Co., Ltd. (incorporated by reference to Exhibit 10.27 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)

(b) English translation of the share transfer agreement regarding Henan Xinyuan Real Estate Co., Ltd., dated August 7, 2006, among Yuyan Yang, Xinyuan (China) Real Estate, Ltd. and Henan Xinyuan Real Estate Co., Ltd. (incorporated by reference to Exhibit 10.27 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)

4.25 English translation of the share transfer agreement regarding Henan Wanzhong Real Estate Co., Ltd., dated March 16, 2006, among Yuyan Yang, Henan Xinyuan Real Estate Co., Ltd. and Henan Wanzhong Real Estate Co., Ltd. (incorporated by reference to Exhibit 10.28 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)

4.26 Equity Transfer and Profit Distribution Agreement among Zhengzhou General Construction Investment Company, Zhengzhou Jiantou Project Consulting Co., Ltd., Henan Xinyuan Real Estate Co., Ltd. and Zhengzhou Jiantou Xinyuan Real Estate Co., Ltd. (incorporated by reference to Exhibit 99.2 from our Form 6-K (File No. 001-33863) filed with the SEC on September 30, 2009)

8.1* Subsidiaries of Xinyuan Real Estate Co., Ltd.

11.1 Code of Business Conduct and Ethics of the Registrant (incorporated by reference to Exhibit 99.1 from our F-1 registration statement (File No. 333-147477), as amended, initially filed with the SEC on November 16, 2007)

12.1* CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

12.2* CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

13.1* CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

13.2* CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

23.1* Consent of Ernst & Young Hua Ming

* Filed with this Annual Report on Form 20-F