

# CHAIRMAN'S LETTER

13 August 2018

Dear Shareholder,

## Proposal to wind-up Australian Governance Masters Index Fund

At a general meeting on 18 June 2018, Australian Governance Masters Index Fund Limited (ACN 140 842 397) (**Company**) Shareholders approved the resolutions required to restructure the Company from a listed investment company to a new listed investment trust, known as the Australian Governance & Ethical Index Fund (**AGM**) (**Restructure**).

On 9 July 2018, being the effective date of the Restructure (**Effective Date**), the net impact of the Restructure was that the Company transferred substantially all of its assets to AGM and, for each Share in the Company that Shareholders owned on 5 July 2018 (**Record Date**), they received a unit in AGM.

Following the Restructure, the Company's assets have been significantly reduced, and as contemplated in the notice of meeting and accompanying shareholder booklet dated 17 May 2018 (**Restructure Booklet**), the Company is now seeking Shareholder approval to wind-up the Company.

All Directors consider that the voluntary winding-up of the Company is in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of the resolutions contained in this Notice of Meeting.

If you have queries in relation to the material in this Notice of Meeting, please do not hesitate to contact your adviser or the Company.

Yours sincerely



**Alex MacLachlan**  
**Chairman**  
**Australian Governance Masters Index Fund Limited**



**AUSTRALIAN  
GOVERNANCE MASTERS**  
Index Fund

AUSTRALIAN GOVERNANCE MASTERS  
INDEX FUND LIMITED  
ACN 140 842 397

# NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of members of Australian Governance Masters Index Fund Limited (ACN 140 842 397) (**Company**) will be held as follows:

Date: **Friday, 7 September 2018**

Time: **10:00am (AEST)**

Venue: Level 15, 100 Pacific Highway,  
North Sydney NSW 2060



# SPECIAL BUSINESS

## 1. VOLUNTARY WINDING-UP

To consider, and if thought fit, pass the following resolution as a **special resolution**:

*"That the Company be wound-up voluntarily and that the Liquidator be authorised to divide among the members in specie, the whole or any part of the property of the Company and for that purpose set such value as they consider fair upon any property to be so divided and determine how the division is to be carried out as between the members or different classes of members."*

## 2. LIQUIDATOR

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, conditional on Resolution 1 being passed, Martin Walsh, Chartered Accountant be nominated to act as Liquidator of the Company for the purpose of such winding-up."*

## 3. COSTS OF LIQUIDATOR

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, conditional on Resolutions 1 and 2 being passed, the Liquidator's costs, being all proper costs, charges and expenses of, and incidental to the winding-up, be approved to a maximum of \$20,000 (excluding GST and disbursements) and that the Liquidator be authorised to draw the remuneration in one or more instalments on a monthly basis or as required."*

## 4. BOOKS AND RECORDS OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, conditional on Resolutions 1 and 2 being passed, subject to obtaining the approval of the Australian Securities and Investments Commission pursuant to section 70-35 of the Insolvency Practice Schedule (Corporations) of the Corporations Act 2001 (Cth), the books and records of the Company and of the Liquidator be disposed of by the Liquidator six months after the deregistration of the Company, or earlier at the discretion of Australian Securities and Investments Commission."*



## OTHER INFORMATION

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

All members should read the Explanatory Memorandum carefully and in its entirety. Members who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Subject to sufficient funds being available, the Company may pay a final distribution to members prior to its winding-up.

## PROXIES

A member entitled to attend and vote at this Meeting is entitled to appoint not more than 2 proxies to attend and vote in his/her stead.

A proxy need not be a member of the Company.

If the member appoints 2 proxies, the member may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the votes. If the specified proportion or number of votes exceed that which the member is entitled to, each proxy may exercise half of the member's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies must be:

- a) lodged by posting them or delivering them by hand to the address specified below;
- b) received at the fax number specified below; or
- c) registered online at [www.votingonline.com.au/aqfgmsept2018](http://www.votingonline.com.au/aqfgmsept2018),

not later than 48 hours before the Meeting i.e. 10.00am (AEST) on Wednesday, 5 September 2018.

Address: GPO Box 3993, Sydney NSW 2001 Australia  
Fax number: +61 2 9290 9655

A form of proxy is provided with this Notice of Meeting.

## ENTITLEMENT TO VOTE

In accordance with section 1074E(2)(g)(i) of the *Corporations Act* and regulation 7.11.37 of the *Corporations Regulations 2001*, the Company has determined that for the purposes of the meeting all Shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7.00 pm on Thursday, 6 September 2018. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

**Hannah Chan**  
Company Secretary  
13 August 2018



**AUSTRALIAN GOVERNANCE MASTERS INDEX FUND LIMITED**  
**ACN 140 842 397**

This Explanatory Memorandum relates to the general meeting of the Company to be held at **Level 15, 100 Pacific Highway, North Sydney NSW 2060** on **Friday, 7 September 2018** at **10:00am** (AEST).

## **RESOLUTION 1 – VOLUNTARY WINDING-UP**

Resolution 1 authorises the Company to be wound-up and the Liquidator to divide among the members *in specie*, the whole or any part of the property of the Company and for that purpose set such value as the Liquidator considers fair upon any property to be so divided and determine how the division is to be carried out as between the members.

The Company disclosed in the Restructure Booklet that, if the Restructure was approved, it would seek member approval to wind-up the Company. At the Shareholder meeting on 18 June 2018, all resolutions required to implement the Restructure were approved, and on 9 July 2018 the Restructure as described in the Restructure Booklet was effected. The net impact of the Restructure was that, for each Share in the Company that members held on 5 July 2018, being the record date of the Restructure, they received one unit in AGM, and AGM implemented the expanded investment strategy described in Section 2.3 of the Restructure Booklet using substantially all of the net assets of the Company. Following the Restructure, the Company retained sufficient assets to meet its liabilities, including anticipated compliance and winding-up costs. Please see the Restructure Booklet for further details regarding the implementation of the Restructure.

As a result of the implementation of the Restructure, the assets of the Company have been significantly reduced. In the event that the Liquidator identifies any residual assets these will be paid as a distribution to members as part of the wind-up process. The amount of any final distribution payment will be dependent on remaining liabilities at the time of wind-up and winding-up costs but the Directors do not expect any such distributions to be material.

If this resolution is passed, a transfer of Shares or an alteration in the status of members of the Company will be void unless the liquidator gives written consent and that consent is unconditional or if the consent is subject to conditions, those conditions have been satisfied or the transfer of Shares or the alteration in the status of the member of the Company is authorised by the Court.

Pursuant to Section 491(1) of the Corporations Act, this resolution must be passed as a special resolution. To be approved as a **special resolution**, not less than 75% of the votes which are cast of those members eligible to do so, must be in favour of this Resolution.

The Directors unanimously recommend that members vote in favour of Resolution 1.

## **RESOLUTION 2 – LIQUIDATOR**

On the condition that Resolution 1 is passed, Resolution 2 authorises the Company to appoint Martin Walsh, Chartered Accountant to act as liquidator of the Company.

At a recent meeting of the Directors, the Directors resolved that at this Meeting, the members consider a resolution to place the Company into voluntary liquidation and that Martin Walsh, Chartered Accountant be appointed to act as liquidator for the purpose of such winding-up.



Resolution 2 must be passed as an ordinary resolution. To be approved as an **ordinary resolution**, not less than 50% plus one of the votes which are cast of those members eligible to do so, must be in favour of this Resolution.

The Directors unanimously recommend that members vote in favour of Resolution 2.

### **RESOLUTION 3 – COSTS OF THE LIQUIDATOR**

On the condition that Resolutions 1 and 2 are passed, Resolution 3 authorises that the Liquidator's costs are all proper costs, charges and expenses of and incidental to the winding-up and are approved to a maximum of \$20,000 (excluding GST and disbursements), and that the Liquidator be authorised to draw the remuneration in one or more instalments on a monthly basis or as required.

The Company anticipates that professional advisors' fees required to effect a solvent voluntary winding-up of the Company will be in the order of \$20,000 plus GST and disbursements.

Any surplus funds that remain in the Company will be distributed to members after paying costs associated with the voluntary winding-up and absolving all outstanding liabilities of the Company.

Resolution 3 must be passed as an ordinary resolution.

The Directors unanimously recommend that members vote in favour of Resolution 3.

### **RESOLUTION 4 – BOOKS AND RECORDS OF THE COMPANY**

On the condition that Resolutions 1 and 2 are passed, Resolution 4 authorises, subject to obtaining the approval of the Australian Securities and Investments Commission (**ASIC**) pursuant to section 70-35 of the Insolvency Practice Schedule (Corporations) of the Corporations Act, the books and records of the Company and of the Liquidator be disposed of by the Liquidator 6 months after the deregistration of the Company, or earlier at the discretion of ASIC.

Section 70-35 of the Insolvency Practice Schedule (Corporations) of the Corporations Act provides that subject to ASIC's approval, the books and records of the Company, and of the joint and several liquidators, may be destroyed within a period approved by the members.

Resolution 4 must be passed as an ordinary resolution.

The Directors unanimously recommend that members vote in favour of Resolution 4.



## GLOSSARY

**AGM** means the Australian Governance & Ethical Index Fund (ARSN 625 826 646).

**ASIC** means the Australian Securities and Investments Commission.

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

**Company** means Australian Governance Masters Index Fund Limited (ACN 140 842 397).

**Constitution** means the constitution of the Company, as amended from time to time.

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

**Director** means a director of the Company.

**Explanatory Memorandum** means this explanatory memorandum annexed to the Notice of Meeting.

**Liquidator** means the proposed liquidator of the Company, being Martin Walsh, Chartered Accountant.

**Meeting** means the meeting of members to be held on Friday, 7 September 2018.

**Notice of Meeting** means the notice dated 13 August 2018 for the Meeting, to which this Explanatory Memorandum is annexed.

**Resolution** means a resolution set out in the Notice of Meeting.

**Restructure** means the restructure of the Company from listed investment company to a listed investment trust, AGM, with a broadened investment strategy to include social and other ethical factors in portfolio construction.

**Restructure Booklet** means the notice of meeting and accompanying Shareholder booklet dated 17 May 2018 containing the resolutions approving the Restructure.

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

**Shareholder** means a holder of a Share.

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am AEST on Wednesday 5 September 2018**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** [www.votingonline.com.au/aqfgmsept2018](http://www.votingonline.com.au/aqfgmsept2018)
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a shareholder of the company. Do not write the name of the issuer company or the registered shareholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's shares registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of shares are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your shares your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's share registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the shareholder.

**Joint Holding:** where the holding is in more than one name, all the shareholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am AEST on Wednesday 5 September 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxy forms may be lodged using the enclosed Reply Paid Envelope or:**

🖥 **Online** [www.votingonline.com.au/aqfgmsept2018](http://www.votingonline.com.au/aqfgmsept2018)

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Australian Governance Masters Index Fund Limited

ACN 140 842 397

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Shareholders sponsored by a broker should advise their broker of any changes. **Please note you cannot change ownership of your shares using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Australian Governance Masters Index Fund Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the **Dixon Advisory Sydney Office, Level 15, 100 Pacific Highway, North Sydney, NSW, 2060 on Friday 7 September 2018 at 10:00am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Voluntary Winding-Up ( <b>Special Resolution</b> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Liquidator	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Costs of Liquidator	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Books and Records of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018