



**US
SELECT
PRIVATE
OPPORTUNITIES
FUND III**

(ARSN 612 132 813)

Notice of General Meeting

Notice is given that the General Meeting of members of US Select Private Opportunities Fund III (**Fund**) will be held as follows:

Date: **Friday, 8 September 2017**

Time: **9:00am AEST**

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

BUSINESS

Resolution 1 – Placement of Units

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

“For the purposes of Listing Rule 7.1, that the issue of up to 24,000,000 Units at the issue price and on the terms and conditions set out in the Explanatory Memorandum, is authorised and approved.”

Voting Exclusion Statement:

The Fund will disregard any votes cast on Resolution 1 by a person who may participate in the proposed issue of Units and a person who might obtain a benefit, except a benefit solely in the capacity of a Unitholder, if the resolution is passed, and an associate of those persons.

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

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Other Information

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

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

Proxies

Any Unitholder entitled to attend and vote at this General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead.

A proxy need not be a Unitholder of the Fund.

If the Unitholder appoints two proxies, the Unitholder 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 exceeds that which the Unitholder is entitled to, each proxy may exercise half of the Unitholders' 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/uspghm2017**
- (d) not later than 48 hours before the General Meeting i.e. 9:00am (Sydney time) on Wednesday, 6 September 2017.

Address: Level 12, 225 George Street, Sydney NSW 2000

GPO Box 3993, Sydney NSW 2001

Fax number: +61 2 9290 9655

A form of proxy is provided with this Notice of General 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, the Fund has determined that for the purposes of the General Meeting all Units will be taken to be held by the persons who held them as registered holders at 7.00pm AEST on 6 September 2017. Accordingly, Unit transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

By order of the Board



Hannah Chan

Secretary

11 August 2017

(ARSN 612 132 813)

Explanatory Memorandum

This Explanatory Memorandum relates to the General Meeting of members of the US Select Private Opportunities Fund III (**Fund**) to be held at Level 15, 100 Pacific Highway, North Sydney NSW 2060 on Friday, 8 September 2017 at 9:00am AEST.

Resolution 1 – Placement of Units

Resolution 1 seeks Unitholder approval pursuant to Listing Rule 7.1 for the issue of up to 24,000,000 Units (**Relevant Units**) by the Fund. The Responsible Entity proposes to issue the Relevant Units pursuant to an offer (**PDS Offer**) to be made to existing Unitholders and other investors in accordance with a product disclosure statement to be issued by the Responsible Entity on or about 11 August 2017 (**August 2017 PDS**). The Fund currently only has capacity under Listing Rule 7.1 to issue up to 7,204,263 Units without Unitholder approval. The August 2017 PDS will be issued to existing Unitholders and other investors in accordance with Chapter 7 of the Corporations Act.

Under Listing Rule 7.3.2, the Fund must issue the Relevant Units no later than three months after of the date of the General Meeting, otherwise the approval under Resolution 1 (if passed) will lapse. To provide the Responsible Entity with sufficient flexibility to comply with the requirements of Listing Rule 7.3.2, in the event that not all of the Relevant Units are issued pursuant to the August 2017 PDS, Unitholder approval is also being sought under Resolution 1 for the issue of any unissued Relevant Units pursuant to any further capital raising conducted by the Responsible Entity, as long as any such unissued Relevant Units are issued during the three month period following the date of the General Meeting.

All the Relevant Units whether they are issued under the August 2017 PDS or under any further capital raising conducted by the Responsible Entity as described above, will be issued at the issue price, and on the terms and conditions, set out in this Explanatory Memorandum and they will rank equally with and have the same terms as existing Units in the Fund.

The Constitution provides that if the Units are Officially Quoted, the application price for Units will be the Market Price, but the Responsible Entity may determine a different application price in relation to some Units, a Class or all Units to the extent it is permissible to do so by ASIC Relief (and subject to the terms of that ASIC Relief). For the purpose of determining the application price for Units under the PDS Offer, the Responsible Entity will rely on the relief provided under ASIC Legislative Instrument [CO 13/655]. The Responsible Entity has published on the Fund's website, a notice that it will rely on the relief provided under ASIC Legislative Instrument [CO 13/655].

ASX Listing Rule 7.3.3 requires this Explanatory Memorandum to state either a fixed price or a minimum price at which Units will be issued. The application price for Relevant Units to be issued under the PDS Offer will be set out in the August 2017 PDS. As this Notice of General Meeting was printed before the issue price was finalised, it has not been included in this document. The application price will not be less than 80% of the VWAP of Units recorded over the last five days on which Units traded immediately prior to the date of the August 2017 PDS.

With respect to any Relevant Units that remain unissued following the completion of the PDS Offer, and which will be issued pursuant to any further capital raising conducted by the Responsible Entity during the three month period following the date of the General Meeting, the Responsible Entity seeks approval from Unitholders to issue such Relevant Units on the basis that the issue price will be no lower than 80% of the VWAP of Units recorded over the last 5 days on which Units traded immediately prior to the date on which they are issued. While subject to trading in Units over this calculation period, the Responsible Entity expects to issue such Relevant Units above this minimum price.

The Fund, through the US Select Private Opportunities Fund III, LP (LP) has committed capital to nine US small-to-medium sized private investment funds. The proceeds from the issue of the Relevant Units will be used by the Fund to, invest in the LP, which will in turn invest in underlying funds. These proceeds may provide the opportunity for the Fund, through the LP, to further diversify the portfolio, reduce administrative overheads per Unit by spreading those costs over a larger base and, over time, potentially increase liquidity in the secondary market for Units.

The issue of Relevant Units under the August 2017 PDS will take place after the passage of Resolution 1 and the close of the PDS Offer, but in any event within three months of the date of the General Meeting. As stated above, any Relevant Units that remain unissued following the completion of the PDS Offer, and which will be issued pursuant to any further capital raising conducted by the Responsible Entity will be issued during the three month period following the date of the General Meeting.

Existing Unitholders may participate in the PDS Offer. It should be noted that Unitholders who vote in favour of Resolution 1 and whose votes are counted will not be eligible to participate in any capital raisings that are undertaken pursuant to the approval obtained for Resolution 1.

Glossary

August 2017 PDS means the product disclosure statement proposed to be issued by the Responsible Entity on or about 11 August 2017.

ASIC Relief means an exemption or declaration granted by ASIC which gives release from certain provisions of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) and, where the context requires, the market operated by it.

Class means a class of Units.

Constitution means the constitution of the Fund.

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

Corporations Regulations means *Corporations Regulations 2001 (Cth)*.

Explanatory Memorandum means this explanatory memorandum which accompanies and forms part of the Notice of General Meeting.

Fund means US Select Private Opportunities Fund III (ARSN 612 132 813).

General Meeting means the general meeting the subject of this Notice of General Meeting.

Listing Rules means the listing rules of the ASX.

Market Price has the meaning given to that term in the Constitution.

Notice of General Meeting means this notice of general meeting.

Officially Quoted means quoted on the official list of a Prescribed Financial Market including the situation where any such quotation is suspended for a continuous period not exceeding 60 days.

PDS Offer means the offer of Relevant Units under the PDS.

Prescribed Financial Market has the meaning given to that term in the Corporations Act.

Responsible Entity means Walsh & Company Investments Limited (ACN 152 367 649).

Resolution 1 means resolution 1 set out in this Explanatory Memorandum.

Unit means an ordinary unit in the Fund.

Unitholder means a registered holder of a Unit.

VWAP has the meaning given to the term 'volume weighted average market price' in the Listing Rules.