

# **Amending deed**

## **Evans & Partners Asia Fund**

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**Walsh & Company Investments Limited (ACN 152 367 649)**

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**Deed poll**

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**Signing page**

# Deed poll

## Amending deed

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Date ► 20 March 2018

By

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Responsible Entity      **Walsh & Company Investments Limited (ACN 152 367 649)**  
of Level 15 100 Pacific Highway, North Sydney NSW 2060

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- Recitals
- 1 Evans & Partners Asia Fund (**Trust**) was constituted under a deed dated 1 February 2018 (**Constitution**).
  - 2 On 16 February 2018, the Trust was registered as a managed investment scheme under the Corporations Act 2001 (Cth).
  - 3 While the Trust is a registered scheme, under clause 27.1 of the Constitution, subject to the Corporations Act the Responsible Entity has the power to amend the Constitution by deed and the Responsible Entity may give effect to the amendments by executing a supplemental deed.
  - 4 ASIC Class Order [CO 09/552], which modifies the Corporations Act, provides that the constitution of a registered scheme may be modified by the Responsible Entity if all the interests in the scheme were issued in situations that did not require the responsible entity to give a Product Disclosure Statement, and after providing information as required by the Class Order to each member of the scheme, the auditor of the scheme and the auditor of the scheme's compliance plan, every member of the scheme has given their written consent to the modifications.
  - 5 Asian Masters Fund Limited, the sole unitholder in the Trust, has given its written consent to the modifications on the basis set out in Recital 4.
  - 6 The Responsible Entity wishes to make the changes set out in this deed to amend the Constitution in relation to reinvestment of distributions to permit the Responsible Entity to require reinvestment of part of any distribution to members.
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This deed poll witnesses as follows:

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## 1 Definitions, interpretation and deed components

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### 1.1 Definitions

Unless otherwise defined, a word or phrase defined in the Constitution has the same meaning when used in this deed poll.

**Effective Date** means the date on which this amending deed is lodged with the Australian Securities and Investments Commission under section 601GC(2) of the Corporations Act.

### 1.2 Interpretation

Clause 1.2 of the Constitution applies to this deed poll as if set out in full in this deed poll.

### 1.3 Deed components

This deed poll includes any schedule.

## 2 Amendments to the Constitution

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### 2.1 Amendment

With effect from the Effective Date, the Constitution is amended as follows:

- (i) **(Availability of reinvestment)** The text of clause 14.19 of the Constitution is deleted and replaced with the following:

“The Responsible Entity may decide whether to permit or require the Members to reinvest some or all of any distribution.”
- (ii) **(Terms of reinvestment)** The text of clause 14.20 of the Constitution is deleted and replaced with the following:
  - (a) If the Responsible Entity decides to permit or require reinvestment of some or all of any distribution, it must notify Members of the procedure and terms for reinvestment and any change in the procedure or terms.

### 2.2 Provisions that have not been amended

- (a) Clause 3.1 of the Constitution is not replaced, amended or otherwise affected in any way by this deed poll.
- (b) The Responsible Entity declares that it is not, by this deed poll, re-declaring the Trust or causing the transfer, vesting or accruing of property in any person.

### 3 Binding conditions

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The Responsible Entity, each present and future Unitholder of the Trust and any person claiming through any of them are bound by the terms of the Constitution as amended by this deed poll.

### 4 General

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This deed poll is governed by the law in force in New South Wales.

# Signing page

Executed as a deed poll

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Executed by

**Walsh & Company Investments Limited (ACN 152 367 649)**

in accordance with section 127(1) of the Corporations Act 2001 (Cth) by  
authority of its directors:

sign here ►   
\_\_\_\_\_  
Company Secretary/Director

print name Simon Barrett

sign here ►   
\_\_\_\_\_  
Director

print name Alex MacLachlan

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