

# Evans & Partners Asia Fund

ARSN 624 216 404

## Securities Trading Policy

### RESPONSIBLE ENTITY:

**WALSH & COMPANY**  
INVESTMENTS LIMITED

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***Walsh & Company Investments Limited (ACN  
152 367 649)  
(AFSL 410 443)***

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## **Definitions**

<b>Act or Corporations Act</b>	Corporations Act 2001 (Cth)
<b>ASX</b>	Australian Securities Exchange operated by ASX Limited
<b>Board</b>	board of Directors
<b>Chairman</b>	chairman of the Board
<b>Fund</b>	Evans & Partners Asia Fund (ARSN 624 216 404)
<b>Company Secretary</b>	secretary of the Responsible Entity of the Fund
<b>Director</b>	director of the Responsible Entity of the Fund
<b>Executive</b>	an executive officer (whether or not a Director) involved in the strategic and operational management of the Responsible Entity and the Fund, including the Secretary
<b>Insider Trading Policy</b>	the Fund's insider trading policy as set out in Section 2
<b>Listing Rules</b>	the ASX Listing rules as amended from time to time
<b>Responsible Entity</b>	Walsh & Company Investments Limited (ACN 152 367 649) in its capacity as responsible entity to the Fund
<b>Unitholder</b>	holder of units in the Fund
<b>Unit Trading Policy</b>	the Fund's unit trading policy as set out in Section 3 of this document

# **Securities Trading Policy**

## **Evans & Partners Asia Fund**

### **(ARSN 624 216 404)**

## **1. Introduction**

The Insider Trading Policy and the Unit Trading Policy together comprise the Securities Trading Policy for the Fund.

## **2. Insider Trading Policy**

### **2.1. Policy**

The Board has established the following Insider Trading Policy to apply to trading in the Fund's units on the ASX.

This policy applies to all Directors, Executives and employees of the Responsible Entity. All Directors, Executives and employees of the Responsible Entity must not deal in the Fund's units while in possession of price sensitive information.

In addition, the general Unit Trading Policy (see Section 3) sets out additional restrictions which apply to Directors and Executives of the Responsible Entity.

The law imposes a number of significant restrictions on employees of the Responsible Entity when they deal in the Fund's units. As fiduciaries, these persons must not utilise their position for their own gain or for the gain of any person other than the Fund.

The Corporations Act imposes severe penalties (both criminal and civil) on persons who conduct insider trading activities. Any perception of improper conduct by employees of the Fund also has the potential to substantially damage the Fund's reputation.

The Fund has established the policy set out in this Section 2 in an effort to prevent the incidence of insider trading in the Fund's units. The policy provides a general summary of the law in Australia in relation to insider trading, and as such operates in addition to the legal requirements. It is the personal responsibility of each Director, Executive and employee to comply with this policy.

### **2.2. Overview of the insider trading provisions in the Corporations Act**

It is illegal for anybody to deal in any units of a body corporate (including the Fund), when in possession of information that the person knows, or ought reasonably to know:

- (a) is not generally available (including information that the Fund has not disclosed to the market in accordance with the Fund's Continuous Disclosure Policy); and
- (b) might have material effect on the price or value of those units if it was generally available (**Inside Information**).

This prohibition extends to procuring another person to deal, and, in the case of units of listed entities, extends to communicating the inside information to another person, if the person knows, or ought reasonably to know, that the other person would, or would be likely to, deal in the units in question or procure another person to do so.

To communicate Inside Information to another person is also an offence which carries both civil and criminal penalties.

An employee or officer in possession of Inside Information about the Fund has a duty to keep that information confidential and must not in any way disclose or communicate that information to any person.

### 2.3. Dealing with security analysts, institutional investors and journalists

An employee or officer may be exposed to others outside the Fund such as security analysts, institutional investors and journalists. It is important that all Directors, Executives and employees be aware that selective disclosure of non-public information may result in a breach of the insider trading rules.

It is important to emphasise that it is the mere fact of conveyance of the material non-public information that gives rise to liability, not the manner in which it is conveyed.

It is possible to convey information in breach of this policy and the Corporations Act by expressing subjective attitudes about the Fund's performance or by calling attention to selective information not available as an aggregate to the general public. It is essential to avoid the indirect conveyance of information by any means whatsoever.

If during the course of a discussion with any analyst, journalist or other outsider, material non-public information concerning the Fund is disclosed, inadvertently or otherwise, the recipient of the information should be informed of its non-public nature and cautioned against its use unless and until the Fund has made full public disclosure of the information. The Secretary should be notified of the situation immediately so that a decision can be made regarding disclosure of the information.

No public comments should be made regarding any previously undisclosed operating results or other developments unless authorised by the Responsible Entity.

## 3. Unit Trading Policy

### 3.1. Unit Trading Policy

The Board has established the following policy to apply to trading in the Fund's units on the ASX. This policy applies to those persons defined below as Restricted Persons of the Fund.

Restricted Persons to whom this policy applies must restrict their buying and selling of Fund's units within the Fund trading window established by this policy.

In addition to the requirements of this Unit Trading Policy, all Restricted Persons (as defined below) must also comply with the Insider Trading Policy in Section 2.

### 3.2. Executive restrictions on trading

This Unit Trading Policy and the restrictions on trading in units of the Fund set out below applies to the following representatives of the Fund (**Restricted Persons**):

- (a) the Board;
- (b) Directors and Secretary of any entity controlled by the Fund;
- (c) any person who is entitled to receive equity performance rights and/or options as part of any equity incentive based scheme of the Fund;
- (d) the Secretary; and
- (e) Executives.

The Restricted Persons are to be subject to restrictions on trading in the Fund's units at certain times of the year. Restrictions also apply where any Restricted Person is exposed to inside information in the course of their duties in accordance with the Insider Trading Policy (see Section 2).

### **3.3. Associated Parties**

Each Restricted Person has a personal responsibility to ensure that his or her “associated parties” (being immediate family (including a spouse (or equivalent) or dependent), family company or trust) complies with the same respective restrictions as apply to Restricted Persons.

### **3.4. Prohibition on Executives dealing in units**

In addition to the overriding prohibition on dealing when a person is in possession of inside information in accordance with the Insider Trading Policy, Restricted Persons and their associated parties are prohibited (unless otherwise agreed to by the Board) from dealing in units during:

- (a) each period between the end of the annual reporting period and 48 hours immediately after the date upon which the Fund releases its annual financial statements to the ASX;
- (b) each period between the end of the half yearly reporting period and 48 hours immediately after the date upon which the Fund releases its half-yearly financial statements to the ASX;
- (c) each period of 30 days immediately prior to the intended date upon which the Fund holds a Security Holders meeting;
- (d) the first 14 calendar days of each month, prior to the announcement of the Fund’s NTA and
- (e) each period 48 hours immediately after the date upon which the Fund issues an ASX announcement of the Fund’s financial results or the holding of a Security Holders’ meeting.

For the avoidance of doubt, it is emphasised that Restricted Persons may not deal at any time whilst in the possession of “inside Information”.

### **3.5. Board of Directors’ discretion**

The Board has an absolute discretion to place an embargo on Restricted Persons and/or employees and /or their respective associated parties trading in the Fund’s securities at any time.

### **3.6. Notification rules in relation to dealing in units**

Restricted Persons are required to notify the Fund of intended dealings in securities, by themselves or their associated parties, of the Fund prior to such intended dealings. This should be done by written notice to the Company Secretary outlining:

- (a) name of security holder;
- (b) type of proposed transaction (purchase, sale, etc.); and
- (c) number of securities involved.

The Company Secretary may confer with the Chairman of the Boards in relation to any proposed dealing.

### **3.7. Directors to notify ASX of unitholding**

The Directors of the Fund are required to complete, or request that the Secretary complete necessary forms to the Fund to be filed with the ASX in respect of their unitholding in the Fund for the purposes of section 205G of the Corporations Act and the Listing Rules.

### **3.8. Exceptional Circumstances**

Where, in exceptional circumstances, and it is the only reasonable course of action available to a Restricted Person (e.g. a pressing financial commitment that cannot be satisfied otherwise) clearance

may be given for the Restricted Person to sell (but not to purchase) units in the Fund when that person would otherwise be prohibited from doing so.

In this Section 3.8, “exceptional circumstances” means severe financial hardship, a court order (or court enforceable undertaking), or some other overriding legal or regulatory requirement, to transfer or sell units in the Fund, or other circumstances that may be deemed exceptional by the Board. For example, a Restricted Person may be in severe financial hardship if he or she has a pressing financial commitment that cannot otherwise be satisfied.

The Board may not give clearance under the exception in this Section 3.8 if there is a matter about which there is inside information in relation to units in the Fund (whether or not the Restricted Person knows about the matter) when the Restricted Person requests clearance or proposes to deal in units in the Fund.

The Board will decide if circumstances are exceptional. Any clearance given by the Board in accordance with this Section 3.8 must be in writing (which may be in the form of an email). The Board must determine, and specify in the written clearance, the maximum duration of the clearance. Trading not subject to this Trading Policy

The following dealings are not subject to the provisions of this Unit Trading Policy in respect of the Fund:

- (a) undertakings or elections to take up entitlements under a rights issue or other offer (including an offer of units in lieu of a cash dividend);
- (b) the take up of entitlements under a rights issue or other offer (including an offer of units in lieu of a cash dividend);
- (c) allowing entitlements to lapse under a rights issue or other offer (including an offer of units in lieu of a cash dividend);
- (d) the sale of sufficient entitlements to allow take up of the balance of the entitlements under a rights issue;
- (e) undertakings to accept, or the acceptance of, a takeover offer or pursuant to a scheme of arrangement implemented in accordance with section 411 of the Corporations Act;
- (f) transfer of units arising out of the operation of an employee scheme into a savings scheme investing only in securities of the Fund following;
  - (i) the exercise of an option under a savings related units option scheme; or
  - (ii) release of units from a profit sharing scheme;
- (g) the cancellation or surrender of an option under an employee scheme;
- (h) the purchase of units or the communication of information pursuant to a requirement imposed by law;
- (i) transfers of units by an independent trustee of an employee units scheme to a beneficiary who is not a person;
- (j) bona fide gifts to a Director by a third party;
- (k) transfers of securities of the entity already held into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- (l) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the securities of the entity) where the assets of the fund or other scheme are invested at the discretion of a third party;

- (m) where a Restricted Person is a trustee, trading in the securities of the entity by that trust provided the Restricted Person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person; and
- (n) trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.