



Via ASX Online

**ASX Market Announcements Office
ASX Limited**

27 June 2014

Re – Invalid section 249D Notice – Requisition of Shareholders’ Meeting

Stanfield Funds Management Limited (ASX:SFN) (Company) advises that it has received a purported notice pursuant to section 249D of the Corporations Act 2001 (Cth) (Corporations Act) from Nottingham Funds Management Pty Ltd (Nottingham), a company controlled by the Company’s former Chairman Mr Darren Olney-Fraser, requisitioning a shareholders meeting to consider the removal of one of the Company’s directors, Mr John Pereira.

The Company has determined, and have received legal advice, that the purported requisition notice is invalid for the purposes of convening a meeting of shareholders under section 249D of the Corporations Act, on the basis that the requisition does not comply with the requirements of the Company’s constitution nor the Corporations Act relating to the removal from office of directors of the Company.

Accordingly, the Directors do not intend to undertake any action to convene a general meeting of the Company’s shareholders on the basis of the purported requisition of meeting referred to above.

Further, the Company advises that it has also received a purported application from Nottingham for a copy of the register of shareholders of the Company under section 173(3) of the Corporations Act for the purposes of Nottingham calling a meeting of shareholders of the Company under section 249F of the Corporations Act.

The Company has determined, and have received legal advice, that the purported application does not include the prescribed information as required for such application under the Corporations Regulations 2001 (2C.1.04), and is therefore invalid. Further, the application was not accompanied by the fee required by the Company (in accordance with section 1.1.01 and Schedule 4 of the Corporations Regulations 2001). The Company also notes that the proposed resolution for the holding of the meeting of shareholders of the Company by Nottingham is invalid for the purposes of convening a meeting of shareholders, on the basis that the requisition does not comply with the requirements of the Company’s constitution nor the Corporations Act relating to the removal from office of directors of the Company.

The Company will make further announcements to the ASX in the event the Company is in receipt of a valid requisition notice or a valid application for a copy of the register of shareholders of the Company.

For further information, please contact:

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