



Ethical  
Managed Funds

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the eleventh ANNUAL GENERAL MEETING of members of Hunter Hall Global Value Limited (the Company) will be held on Thursday 27 November 2014 at 3.00pm (Sydney time) at The Mint, 10 Macquarie Street, Sydney, NSW. The business to be considered at the Annual General Meeting (AGM) is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum. The Explanatory Memorandum and the Proxy Form form part of this Notice.

### BUSINESS

1. Receive and consider reports

To receive and consider the financial report of the Company, the Directors' Declaration and Report and the Independent Auditor's Report for the year ended 30 June 2014.

2. Re-election of Director: Mr Julian Constable

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

*"That Mr Julian Constable, who retires by rotation in accordance with article 11.2 of the Company Constitution and Listing Rule 14.4, being eligible, is re-elected as a Director of the Company."*

3. Re-election of Director: Mr Philip Marcus Clark AM

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

*"That Mr Philip Marcus Clark AM, who retires as a Director, being eligible, is re-elected as a Director of the Company."*

4. Remuneration Report

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

*"That the Remuneration Report of the Company as set out in the Directors' Report for the financial year ended 30 June 2014 is adopted."*

Please note:

(i) In accordance with s250R of the Corporations Act 2001, the vote on this resolution is advisory only and does not bind the Directors or the Company

(ii) A voting exclusion applies to this resolution (see Explanatory Memorandum for details)

5. General

To transact any business that may lawfully be brought forward.

By Order of the Board

Victoria De Greyte  
Company Secretary

2 October 2014

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. That person need not be a member of the Company, but should be a natural person over the age of 18 years. Forms must be lodged at the registered office of the Company, or its share registry, not less than 48 hours before the timing of the meeting.

## EXPLANATORY MEMORANDUM

### Appointment of Chair

The Company has appointed Mr Philip Marcus Clark AM to act as Chairman of the Meeting.

### Item 1: Receive and consider reports

There is no requirement for a formal resolution on this item.

In accordance with s317 of the *Corporations Act 2001* (Cth), the financial report and the reports of the Directors and the Auditor for the financial year ended 30 June 2014 will be presented for consideration. Shareholders will be given a reasonable opportunity to ask questions and to make comments in relation to these reports and the activities of the Company.

Shareholders will also be given the opportunity to ask a representative of the Company's Auditor, Grant Thornton, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of financial statements and the independence of the Auditor in relation to the conduct of the audit.

The Directors', Auditors and financial reports can be found in the Company's 2014 Annual Report, which is available on the Company's website at [www.hunterhall.com.au/HHV.php](http://www.hunterhall.com.au/HHV.php).

### Item 2: Re-election of Director retiring by rotation

In accordance with ASX Listing Rule 14.4 and clause 11.2 of the Company's Constitution, at every Annual General Meeting (AGM), one-third of the Directors for the time being (other than any Managing Director) or, if their number is not a multiple of three, then the whole number nearest to but not less than one-third, must retire from office. A Director (other than any Managing Director) must retire from office at the conclusion of the third AGM after which the Director was elected or re-elected.

A Director who is required to retire under this rule retains office until the dissolution or adjournment of the meeting at which the retiring Director retires. The Directors to retire at an AGM are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by ballot. A retiring Director is eligible for re-election.

Two Directors, Mr Julian Constable and Mr Philip Marcus Clark, are retiring at this Meeting and, being eligible, offer themselves for re-election.

One Director, Mr Adam Blackman, is retiring at this Meeting and is not standing for re-election.

### Julian Constable

Mr Julian Constable is retiring by rotation and, being eligible, offering himself for re-election at this AGM.

Mr Constable is a Non-executive Director of Hunter Hall Global Value Limited. He is also a member of the Audit and Risk Committee, the Remuneration Committee and the Nominations Committee.

Mr Constable is a senior investment advisor at Bell Potter Securities Ltd, having worked in this capacity since 1998. In this role his key attributes are developing new business and building relationships with clients. He has worked in the stockbroking industry since 1984, in both trading and advisory areas, at firms including Pembroke Securities Ltd, Pring Dean McNall, Hambros Equities and Potter Warburg Dillon Read.

Mr Constable has been a Non-executive Director of the ASX-listed HGL Ltd since August 2003 and is a member of its Remuneration Committee. HGL Ltd operates as an import and distribution company.

The Directors (other than Mr Constable) unanimously recommend that Shareholders vote in favour of the re-election of Mr Constable. The Chairman of the Meeting intends to vote undirected proxies in favour of the re-election of Mr Constable.

### Item 3: Re-election of Director

Mr Philip Marcus Clark AM is retiring and, being eligible, offering himself for re-election at this AGM.

### Philip Marcus Clark AM

Mr Clark is Chairman and Non-executive Director of Hunter Hall Global Value Limited. He is also Chairman of the Remuneration Committee and a member of the Nominations Committee.

Mr Clark is a member of the JP Morgan Advisory Council. He was Managing Partner and Chief Executive Officer of Minter Ellison and worked with them from 1995 until June 2005. Prior to joining Minter Ellison, Mr Clark was Director and Head of Corporate with ABN Amro Australia and prior to that he was Managing Partner of Mallesons Stephen Jaques for 16 years. Earlier in his career he worked with a Pratt Industries subsidiary and with Shell Australia.

He is Chair of Shopping Centres Australasia Group, a Director of Ingenia Communities Group and serves on a number of government and private company boards and advisory boards.

Mr Clark has Bachelors degrees in Arts and Law from Sydney University and an MBA from Columbia University.

The Directors (other than Mr Clark) unanimously recommend that Shareholders vote in favour of the re-election of Mr Clark. The Chairman of the Meeting intends to vote undirected proxies in favour of the re-election of Mr Clark.

## Item 4: Adoption of the Remuneration Report

The Remuneration Report can be found in the Company's 2014 Annual Report, which is available on the Company's website at [www.hunterhall.com.au/HHV.php](http://www.hunterhall.com.au/HHV.php).

The Remuneration Report sets out the Company's remuneration information in relation to the Non-executive Directors, whom are the only Key Management Personnel of the Company.

In accordance with section 250R of the Corporations Act, the Company is required to put to the vote a resolution that the Remuneration Report be adopted. Shareholders should note that this resolution is an 'advisory only' resolution and does not bind the Directors or the Company, but the outcome of the vote could have consequences for the Board. In any case the Directors will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

In accordance with the Corporations Act, the Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

### Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Resolution 4:

- by or on behalf of any person who is disclosed in the Remuneration Report as a member of Key Management Personnel named in the Remuneration Report (KMP) (including any Director), or a closely related party of any KMP (including certain family members and dependants of a KMP and companies they control), or
- by a proxy appointed by a person who is a member of KMP at the date of the AGM or their closely related parties

However, the Company need not disregard a vote cast by a person if:

- the person votes as a proxy appointed in writing for a person who is entitled to vote and the appointment specifies how the person is to vote on the resolution, or
- the person is the Chairman of the Meeting who votes as a proxy for a person who is entitled to vote and the appointment of the Chairman is in writing and authorises the Chairman to vote on the resolution even though that resolution is connected with the remuneration of a KMP

If a person who is entitled to vote appoints the Chairman as their proxy, or the Chairman is appointed as a proxy of a person entitled to vote by default and that person does not mark a voting box for item 4, then by signing and returning the Proxy Form that person will be expressly authorising the Chairman to exercise the proxy in respect of item 4 even though item 4 is connected with the remuneration of a KMP.

The Directors note that each Director has a personal interest in their own remuneration and therefore they do not consider it is appropriate to make a voting recommendation in relation to this resolution. The Chairman of the meeting intends to vote all available undirected proxies in favour of the adoption of the Remuneration Report.

## VOTING INFORMATION

### Voting entitlements

The Company has determined that for the purposes of ascertaining entitlements to attend and vote at the AGM, the shares in the Company on issue as at 7:00pm (Sydney time) on Tuesday 25 November 2014 will be taken, for the purpose of the AGM, to be held by persons who hold them as registered members (Shareholders) at that time.

### Proxies

A Shareholder who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote at the AGM on the Shareholder's behalf. A proxy may be an individual or body corporate and is not required to be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes at the AGM may appoint two proxies and may specify the percentage or number of votes each proxy is appointed to exercise.

Where a Shareholder appoints two proxies but does not specify the percentage or number of votes each proxy may exercise, each proxy may exercise half of the appointing Shareholder's votes. Fractions of votes will be disregarded.

Under the Corporations Act, a proxy must vote *directed* proxies as follows:

- a proxy need not vote on a show of hands but, if the proxy does vote, the proxy must vote as directed
- if a proxy is appointed by two or more Shareholders who specify different ways to vote on a resolution, the proxy must not vote on a show of hands
- if a Shareholder has appointed more than one proxy, neither proxy is entitled to vote on a show of hands
- if a proxy is the Chairman of the Meeting, the proxy must vote as directed on a poll
- if the proxy is not the Chairman of the Meeting, the proxy need not vote on a poll but, if the proxy does vote, the proxy must vote as directed, and,
- if the proxy is not the Chairman of the Meeting and does not attend the meeting or does not vote on a resolution, but the Proxy Form specifies how to vote and a poll is demanded, then the Chairman of the Meeting is taken to have been appointed as a proxy and must vote as directed

A Proxy Form accompanies this Notice of AGM. A Shareholder may direct a proxy on how to vote on the proposed resolutions by following the instructions on the Proxy Form.

The facility for online proxy voting has been provided at [www.investorvote.com.au](http://www.investorvote.com.au).

To be valid online proxy voting or the completed Proxy Form must be submitted by no later than 3:00pm (Sydney time) on Tuesday 25 November 2014. Completed Proxy Forms can be lodged:

- Online – at [www.investorvote.com.au](http://www.investorvote.com.au)
- By Mail: GPO Box 242, Melbourne VIC 3001
- By Facsimile: 1800 783 447
- By Hand: c/- Computershare Investor Services, Level 4, 60 Carrington Street, Sydney



Ethical  
Managed Funds

Hunter Hall Investment Management Limited

Investor Relations 1800 651 674

[www.hunterhall.com.au](http://www.hunterhall.com.au)



## HUNTER HALL GLOBAL VALUE LIMITED

ABN 13 107 462 966

### Lodge your vote:



#### Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



#### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

└ 000001 000 HHV  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 3.00pm (Sydney time), Tuesday 25 November 2014

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Hunter Hall Global Value Limited hereby appoint

☐

the Chairman  
of the Meeting OR



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Hunter Hall Global Value Limited to be held at The Mint, 10 Macquarie Street, Sydney NSW on Thursday 27 November 2014 at 3.00pm (Sydney time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 4 (except where I/we have indicated a different voting intention below) even though Item 4 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 4 by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 To re-elect Mr Julian Constable as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Mr Philip Marcus Clark AM as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

HHV

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Computershare +





# Hunter Hall Global Value Limited

ACN 107 462 966

## HHV ANNUAL GENERAL MEETING QUESTION SUBMISSION FORM

**ANNUAL GENERAL MEETING DATE: Thursday 27 November 2014**

The Directors of Hunter Hall Global Value Limited (the Company, HHV) wish to give Shareholders the best opportunity to ask and receive considered answers to their questions. This form will assist us to identify the most frequently asked questions. We invite HHV Shareholders to use this form to submit any questions to the Chairman on:

- the activities of the Company
- the investment returns, strategy and outlook
- the accounting policies adopted by the Company in relation to the preparation of the financial statements

Or to the Auditor on:

- the conduct of the audit
- the preparation of the Independent Audit Report
- the independence of the Auditor in relation to the conduct of the audit

We will attempt to respond to as many of the most frequently asked questions as possible in the address by the Chairman. The Chairman will also permit the Auditor to respond to any questions submitted to them on this form.

**Shareholder Name:**

**Address:**

**Email:**

**Shareholder Reference Number (SRN)**

**OR**

**Holder Identification Number (HIN):**

**My question is for the:** ☐ **Chairman** ☐ **Auditor**

**Question:**

**Return this form by Thursday 20 November 2014 to Hunter Hall Global Value Limited by:**

Enclosing it with the Proxy Form and  
sending it in the reply paid envelope  
provided

Fax the form to us on:  
+61 2 8224 0333

Email us at:  
invest@hunterhall.com.au

### Contact details

Hunter Hall Global Value Limited  
Reply Paid 3955  
Sydney NSW 2001  
Australia

<b>Telephone:</b>	1800 651 674
<b>New Zealand callers:</b>	0800 448 305
<b>International callers:</b>	+ 61 2 8224 0300
<b>Facsimile:</b>	+ 61 2 8224 0333
<b>Email:</b>	invest@hunterhall.com.au



# Hunter Hall Global Value Limited

ACN 107 462 966

## SHAREHOLDER CONTACT DETAILS

### Complete ONLINE

[www.hunterhall.com.au/HHVContact.html](http://www.hunterhall.com.au/HHVContact.html)

### EMAIL

[invest@hunterhall.com.au](mailto:invest@hunterhall.com.au)

### POST (no stamp required)

Hunter Hall Global Value Limited  
Reply Paid 3955  
Sydney NSW 2001

Please complete your details below.

#### 1. Shareholder Name

Title

Given name(s)

Surname

OR Company/Super Fund/Trust

#### 2. Holder ID (eg HIN)

#### 3. Telephone numbers

Business

Home

Mobile

#### 4. Email address

5. Please email me the Monthly Performance Report  
(ensure that you complete the email address field above)

Yes ☐ No ☐

#### 6. Signatures

\_\_\_\_\_  
Dated:  /  /

The personal information collected, used or disclosed by HHV will be handled in accordance with Hunter Hall's Privacy Policy available at [www.hunterhall.com.au/privacy.html](http://www.hunterhall.com.au/privacy.html).

These instructions do not supersede the instructions held at HHV's share registry, Computershare, with regards to your receipt of Annual Reports and dividend information.

### Contact Us

Telephone: 1800 651 674

New Zealand callers: 0800 448 305

International callers: +61 2 8224 0300