



Ethical
Managed Funds

Hunter Hall International Limited

ABN 43 059 300 426

AND CONTROLLED ENTITIES

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fourteenth ANNUAL GENERAL MEETING of members of Hunter Hall International Limited (the Company) will be held on Thursday 27 November 2014 at 10.00am (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 Notes.

BUSINESS

1. Receive and consider reports

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

2. Remuneration Report

To consider and, if thought fit, pass the following 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 this resolution is advisory only and does not bind the Directors or the Company.

3. Re-election of Director: Mr Wayne Hawkins

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

"That Mr Wayne Hawkins, who retires by rotation in accordance with article 11.2 of the Company Constitution and, being eligible, is re-elected as a Director of the Company."

4. Re-election of Director: Mr Mark Forstmann

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

"That Mr Mark Forstmann, who retires by rotation in accordance with article 11.2 of the Company Constitution and, being eligible, is re-elected as a Director of the Company."

5. General

To transact any business that may be lawfully brought forward.

By Order of the Board

Paula Ferrao
Company Secretary

17 September 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

Item 1: Receive and consider reports

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 the 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.

Shareholders are not required to vote on these reports. 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/HHL.php.

Item 2: Adoption of the Remuneration Report

The Remuneration Report of the Company for the year ended 30 June 2014 is set out on pages 14 to 19 of the Company's 2014 Annual Report. The Remuneration Report sets out the Company's remuneration information in relation to Non-executive Directors, Executive

Directors and other specified executives, collectively termed Key Management Personnel.

In accordance with 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. However, the Corporations Act provides for a 'two strikes rule' in relation to voting on the Remuneration Report. In summary, the rule gives shareholders the opportunity to require a general meeting to be held to re-elect the Board if the Remuneration Report receives two 'strikes' (at least 25% of the votes cast on the resolution are against adoption) at two consecutive annual general meetings. The Directors will, however, 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.

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/HHL.php.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of any person who is disclosed in the Remuneration Report as a member of Key Management Personnel (KMP) named in the Remuneration Report (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
- as a proxy by a person who is a member of any KMP at the date of the AGM or their closely related parties.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the Chairman decides.

If a person who is entitled to vote appoints the Chairman as their proxy or the Chairman is appointed as a proxy for a person entitled to vote by default and that person does not mark a voting box for item 2, then by signing and returning the proxy form that person will be expressly authorising the Chairman to exercise the proxy in respect of item 2 even though item 2 is connected with the remuneration of a KMP.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors recommend that shareholders vote in favour of adopting the Remuneration Report. The Chairman of the meeting intends to vote all available undirected proxies in favour of the adoption of the Remuneration Report.

Items 3 and 4: Directors retiring by rotation

In accordance with ASX Listing Rule 14.4 and clause 11.2 of the Company's Constitution at every 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.

The Directors retiring by rotation and offering themselves for re-election at this AGM are:

- Mr Wayne Hawkins
- Mr Mark Forstmann

William Wayne Hawkins – B.Ec., F.Fin., FAICD.
Lead Non-executive Director

Mr Hawkins is Deputy Chairman and Lead Non-executive Director of Hunter Hall International Limited (appointed December 2000). He is also Chairman and Non-executive Director of Hunter Hall Investment Management Limited. He is Chairman of the Hunter Hall Group Nomination and Remuneration Committee and a member of the Hunter Hall Group Audit, Risk and Compliance Committee.

Mr Hawkins has over four decades of experience in investment management. Previously he was Funds Manager and Investment Analyst with City Mutual Life Assurance Society Limited, Group Investment Manager with New Zealand South British Insurance, Chief Executive of NZI Investment Services Limited and Chief Investment Officer and Managing Director (Funds Management) with Oceanic Capital Corporation Group.

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

Mark Benedict Forstmann – B.Sc., B.A. (Comm.)
Non-executive Director

Mr Forstmann is a Non-executive Director of Hunter Hall International Limited (appointed December 2000). He is also Non-executive Director of Hunter Hall Investment Management Limited. He is Chairman of the Hunter Hall Group Audit, Risk and Compliance Committee and a member of the Hunter Hall Group Nomination and Remuneration Committee.

Mr Forstmann has 26 years experience in investment markets including equities, currencies and fixed interest. Between 1986 and 1994 he worked at Bank America and Banque Indosuez in Sydney and Paris. At Banque Indosuez he was primarily involved in proprietary trading of bonds and currencies in Australian and European markets. Since 1995 he has focused on film and television production.

In December 2009, Mr Forstmann was appointed to the board of the Nature Conservation Trust of NSW.

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

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 Meeting. 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.

To be valid online proxy voting or the completed Proxy Form must be submitted by no later than 10:00am (Sydney time) on Tuesday, 25 November 2014. Completed proxy forms can be lodged:

- **Online:** www.investorvote.com.au
- **By mail:** GPO Box 242, Melbourne VIC 3001
- **By facsimile:** 1800 783 447
- **By hand:** c/- Hunter Hall International Limited, Level 2, 56 Pitt Street, Sydney



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Hunter Hall International Limited

Investor Relations 1800 651 674

www.hunterhall.com.au



HUNTER HALL INTERNATIONAL LIMITED

ABN 43 059 300 426

Lodge your vote:



Online:

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

For all enquiries call:

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

└ 000001 000 HHL
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 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: I999999999

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 10:00 am 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 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.



I 9999999999

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 International 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 International Limited to be held at The Mint, 10 Macquarie Street, Sydney NSW 2000 on Thursday, 27 November 2014 at 10:00 am 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 2 (except where I/we have indicated a different voting intention below) even though Item 2 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 2 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.

RESOLUTION

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 2 Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of Mr Wayne Hawkins as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Re-election of Mr Mark Forstmann as a Director | <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 / /