



FIRSTFOLIO LIMITED

ABN 43 002 612 991

**Notice of Extraordinary General Meeting
Explanatory Statement
Proxy Form**

Extraordinary General Meeting of Firstfolio Limited to be held at:

**Firstfolio Limited,
Level 9, 50 Bridge Street, Sydney NSW 2000**

on Friday 27 March 2015 commencing at 9.30am (AEDT)

This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Letter from the Chairman

24 February 2015

Dear Securityholder

Extraordinary General Meeting – 27 March 2015

I have pleasure in inviting you to an Extraordinary General Meeting of Firstfolio Limited to be held on Friday 27 March 2015 at Firstfolio Limited, Level 9, 50 Bridge Street, Sydney NSW 2000, commencing at 9.30am AEDT (the “**Meeting**”).

The purpose of this Meeting is to consider a special resolution to change the name of Firstfolio Limited to eChoice Limited.

As outlined in the attached Notice of Meeting, the proposed name change will ensure the Company’s identity more accurately reflects its strategy and existing market position and better positions the Company to realise its growth opportunities.

This name change will help your company build on the foundations of its market leading eChoice brand. The eChoice brand has a 15-year history and is recognised as an innovative technology-focussed leader in the development and distribution of financial products and services to the mortgage industry.

A Notice of Meeting and Explanatory Statement is set out on the following pages.

We would encourage you to attend the meeting on 27 March 2015 and vote on this important matter. If you are not able to attend in person, we encourage you to appoint a proxy to vote on your behalf.

Your Directors’ recommendation

Your Directors unanimously recommend that you **VOTE IN FAVOUR** of the proposed resolution.

On behalf of the Directors, I thank you for your continued support of the company.

Yours faithfully

Mr Eric Dodd
Chairman

FIRSTFOLIO LIMITED

(ABN 43 002 612 991)

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of the shareholders (the “**Shareholders**”) of Firstfolio Limited (the “**Company**”) will be held at Firstfolio Limited, Level 9, 50 Bridge Street, Sydney New South Wales on Friday, 27 March 2015 at 9.30am AEDT.

The Explanatory Statement which accompanies and forms part of this Notice of Extraordinary General Meeting describes the matters to be considered at the Extraordinary General Meeting.

BUSINESS

Resolution: Change of company name

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, for the purposes of sections 157(1)(a) and 136(2) of the Corporations Act 2001 (Cth), with effect from the day on which the Australian Securities and Investments Commission alters the details of the Company’s registration, the Company’s name be changed from Firstfolio Limited to eChoice Limited, and the Constitution of the Company be amended to reflect the change of name of the Company by changing all references from Firstfolio Limited to eChoice Limited in the Constitution of Firstfolio Limited.”

Voting: This Resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, are voted in favour.

As no securityholder has any material interest in the resolution to change the company name, no securityholder will be required to abstain from voting in favour of this special resolution.

Recommendation

The Directors recommend you VOTE IN FAVOUR of the Resolution.

By order of the Board

Dustine Pang
Company Secretary

Date: 24 February 2015

EXPLANATORY STATEMENT

Resolution – Change of Company name

This Explanatory Statement forms part of the Notice of Meeting convening the Extraordinary General Meeting of Shareholders of the Company to be held at Firstfolio Limited, Level 9, 50 Bridge Street, Sydney New South Wales on Friday, 27 March 2015 at 9.30am AEDT, and is to assist Shareholders in understanding the background to the Resolution.

The Company proposes to change its name from Firstfolio Limited to eChoice Limited.



Firstfolio is a specialist mortgage and financial services company with a diversified distribution network through its aggregation business. It is also known for its leading online mortgage platform, eChoice. The name “eChoice” is currently being used by eChoice Pty Ltd, a wholly owned subsidiary of the Company.

The nature of the Company and its future direction has changed over the past 12 months. At the AGM last November, a new strategy was announced that will see the Company focus on the online space in areas where the Directors see significant growth opportunities, leveraging the Company’s market position, eChoice brand and technology platforms.

Specifically, eChoice’s market position and online distribution technology represent a significant competitive advantage for the Company as a whole. By leveraging this competitive advantage, the Company expects to deliver improved lead generation and sales performance in coming years.

In October 2014 the Board appointed the then eChoice General Manager, Mr Peter Andronicos, as Chief Executive of Firstfolio to develop and implement this strategy. Further senior management appointments aligned to this strategy were announced in January this year.

Over its 15-year history of being a technology-focussed distributor of financial products, eChoice and the eChoice brand have developed a strong position in the Australian financial services market. The brand is recognised by our customers, mortgage brokers and business partners as a leading innovator of financial products and services. This has been recognised by the industry, with eChoice honoured at the Australian Broker Awards, the Australian Banking & Finance Awards, the Australian Mortgage Awards and The Adviser Awards.

This change of name to eChoice would represent to the mortgage market, our staff and the broader financial services industry the successful consolidation of our business. It also signals to our clients and partners, the unity of our people and the clarity of our service offering and strategy.

Your Board is confident that the proposed name change will help facilitate an improved understanding of the Company’s business and growth strategy externally and enhance alignment of our business divisions internally. It further believes that putting all business divisions under the eChoice umbrella will better position the Company to support its mortgage broker network and provide our key lenders and investors with a stronger understanding of our market position, strategy and prospects.

The Company’s other division, Folio Mortgage & Finance, remains strong and its brand valuable. We will continue to focus on leveraging the synergies between the existing eChoice and Folio businesses to provide niche products and services, in addition to distributing mortgage products supplied by the banks.

For these reasons, the Board of Directors believes that the name Firstfolio no longer best reflects the nature of the overall business, our identity to our business partners or the future direction of the Company as a whole, and that eChoice is a strong brand with an established position in the Australian financial services market that more appropriately reflects the nature, culture and goals of the Company as it is today and moving forward. As such we believe that eChoice Limited is a much more suitable name for your Company.

If the name change is approved by Shareholders, the Company will seek to change its ASX code to ECO. Details of the change in ASX code including the timetable for the change will be announced to the ASX following shareholder approval.

The proposed change of the Company name and ASX code will not affect any of the rights of securityholders or the daily business operations and financial position of the Company. The existing certificates of securities on issue bearing the present name of the Company will, after the proposed change of Company name becomes effective, continue to be valid as documents of title to such securities and will continue to be valid for trading, settlement and delivery purposes. Once the proposed change of Company name has become effective, new certificates of securities will be issued only in the new name of the Company.

Changing the Company's name will require amendments to the Constitution to reflect the change of name. The proposed amendments are to change all references in the Constitution to Firstfolio Limited to eChoice Limited.

Recommendation

The Directors recommend that Shareholders VOTE IN FAVOUR of the proposed change of Company name and the amendments to the Constitution to reflect the change of name.

If this Resolution is approved, the change of Company name and amendments to the Constitution will take effect from the day on which the Australian Securities and Investments Commission alters the details of the Company's registration.

GENERAL NOTES

Voting by proxy

The Chairman of the Meeting intends to vote undirected proxies **IN FAVOUR** of the proposed resolutions.

A Shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one proxy or, if the Shareholder is entitled to cast two or more votes at the meeting, two proxies to attend and vote instead of the Shareholder.

Where two proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the meeting. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

A proxy need not be a Shareholder of the Company.

A proxy form accompanies this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the Extraordinary General Meeting, namely, by 9:30am AEDT on 25 March 2015, at:

- the Company's offices at Level 9, 50 Bridge Street, Sydney, New South Wales, 2000; or
- by facsimile on (02) 9240 8996; or
- by facsimile on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555; or
- by mail to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia or using the enclosed reply paid envelope; or
- you may also submit your proxy form online at www.investorvote.com.au. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed in the attached proxy form.

Explanatory Statement

An Explanatory Statement accompanies this Notice of Extraordinary General Meeting containing information about the business referred to in this Notice of Extraordinary General Meeting and should be read in conjunction with this Notice of Extraordinary General Meeting.

Voting Entitlement

A determination has been made by the Company's Board in accordance with Regulation 7.11.37 of the Corporations Act that those persons who are registered as the holders of shares in the Company at 7.00pm AEDT on 25 March 2015 will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting.

CERTIFICATE OF APPOINTMENT OF CORPORATE REPRESENTATIVE

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of Shareholder Company

the Company has appointed:

.....,
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act, to act as the body corporate representative of that Company at the general meeting of the members of Firstfolio Limited to be held on 27 March 2015 commencing at 9.30am (AEDT) and at any adjournments of that general meeting.

DATED 2015

Please sign here

Executed by the Company)
in accordance with its constituent documents)
)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

- Insert name of appointing Shareholder Company and the name or position of the appointee corporate representative (eg "John Smith" or "each director of the Company").
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (eg director) of each authorised company officer who signs this Certificate on behalf of the Company.
- Insert the date of execution where indicated.
- Prior to the Meeting, send or deliver the Certificate to the registered office of Firstfolio Limited at Level 9, 50 Bridge St, Sydney, New South Wales 2000, or by fax to +61 2 9240 8961.



FirstFolio Limited
ABN 43 002 612 991

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

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

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 9:30am (AEDT) Wednesday 25 March 2015

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 Firstfolio 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 Extraordinary General Meeting of Firstfolio Limited to be held at Firstfolio Limited, Level 9, 50 Bridge Street, Sydney NSW 2000 on Friday, 27 March 2015 at 9:30am (AEDT) and at any adjournment or postponement of that meeting.

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.

1 Change of company name

For

Against

Abstain

☐☐☐

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 / /

FFF

999999A

Computershare +