



Ethical  
Managed Funds

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the 2015 ANNUAL GENERAL MEETING of members of Hunter Hall International Limited (the Company) will be held on Wednesday 25 November 2015 at 2.30pm (Sydney time) at the Museum of Sydney, cnr Phillip and Bridge Streets, Sydney, NSW.

Members unable to attend the AGM are invited to vote by proxy on the resolutions to be considered at the meeting.

Explanatory Notes and instructions on how to vote (including how to vote by proxy) are set out in this Notice of Meeting.

### BUSINESS

#### 1. Financial Report, Directors' Report and Auditors Report

To receive and consider the financial report of the Company and of the Consolidated Entity, the Directors' Report, and the Independent Auditor's Report for the year ended 30 June 2015.

#### 2. Re-election of Director: Mr Peter Hall

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

*"That Mr Peter Hall, 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. Confirmation of appointment of Director: Mr Kevin Eley

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

*"That Mr Kevin Eley, in accordance with article 11.4 of the Company's Constitution and Listing Rule 14.4, being eligible, is confirmed as being appointed and is elected as a Director of the Company."*

#### 4. Remuneration Report

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

*"That the Remuneration Report of the Company as set out in the Directors' Report (as part of the Directors' Report) for the financial year ended 30 June 2015 be adopted."*

Please note this resolution is advisory only and does not bind the Directors or the Company.

Please note:

- (i) In accordance with s250R of the Corporations Act 2001 (Corporations Act), the vote on this resolution is advisory only and does not bind the Directors or the Company.
- (ii) The Directors will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.
- (iii) Voting exclusion statement

Votes cannot be cast on Item 4 (Remuneration Report):

- by, or on behalf of a member of the Company's Key Management Personnel (KMP) whose remuneration is disclosed in the Remuneration Report or any of their closely related parties (such as close family members and any controlled companies); or
- as a proxy by a member of the KMP or a KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote:
  - for directed proxies, in accordance with the direction on the proxy form specifying how the proxy is to vote; or
  - for undirected proxies, by the Chairman pursuant to an express authorisation in the proxy form to vote undirected proxies as the Chairman sees fit.

By Order of the Board of Directors

Christina Seppelt  
Company Secretary

6 October 2015

## VOTING INFORMATION

### Voting entitlements

Persons holding shares in the Company at 7:00pm (Sydney time) on Monday, 23 November 2015 shall, for the purposes of ascertaining entitlements to attend and vote at the AGM, be taken to be members of the Company.

Members entitled to vote at the AGM can do so by attending the AGM and voting in person or by attorney or, in the case of corporate members, by corporate representative OR by appointing a proxy to attend the AGM and vote on their behalf.

### Proxies

A member who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote at the AGM on the member's behalf. A proxy may be an individual or body corporate and is not required to be a member of the Company. A member 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 member 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 member's votes. Fractions of votes will be disregarded.

Corporate members must provide the Company with satisfactory evidence of the appointment of any corporate representative, prior to the commencement of the AGM. A proxy can be either an individual or a body corporate.

Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
- provides the Company with satisfactory evidence of the appointment of its corporate representative prior to commencement of the AGM.

A Proxy Form and a replied paid envelope are enclosed with this Notice of Meeting. A member 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 2.30pm (Sydney time) on Monday, 23 November 2015. Completed proxy forms can be lodged:

- **Online:** [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/- Hunter Hall International Limited, Level 2, 56 Pitt Street, Sydney

### Undirected Proxies

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each item by marking either "For", "Against" or "Abstain" against each item of business on the Proxy Form.

It is important that you direct your proxy how to vote on each item of business, particularly Item 4 (Remuneration Report). If, however, you appoint the Chairman as your proxy, he will vote undirected proxies on, and in favour of, all of the proposed resolutions including Item 4 (Remuneration Report). If you do not want the Chairman to cast your vote in favour of adopting the Remuneration Report you must direct him to vote against the resolution or to abstain from voting on the resolution. If you have appointed a member of the key management personnel (other than the Chairman) for the Company or any of their closely related parties as your proxy, you must direct that person how to vote on Item 4 otherwise they will not be able to cast a vote as your proxy on that item.

## EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide members with sufficient information to assess the merits of the resolutions and the business to be conducted at the Company's 2015 Annual General Meeting. You should read the Explanatory Notes in full before making any decisions in relation to the resolutions.

### Item 1: Financial Report, Directors' Report and Auditor's Report

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 2015 will be presented for consideration by members at the AGM. Members will be given a reasonable opportunity to ask questions and to make comments in relation to these reports.

Members 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 the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Neither the Corporations Act nor the Company's constitution requires members to vote on such Reports. The Directors, Auditors and financial reports can be found in the Company's 2015 Annual Report, which is available on the Company's website at [www.hunterhall.com.au/HHL.php](http://www.hunterhall.com.au/HHL.php). Members who have specifically requested a hard copy of the Annual Report will receive it by mail.

### Item 2: Re-election of Director retiring by rotation – Mr Peter Hall

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. One Director, Mr Peter Hall, is retiring at this Meeting pursuant to the above rules and, being eligible, offers himself for re-election.

**Peter James MacDonald Hall AM** – B.A., *Executive Chairman, Chief Investment Officer*

Mr Hall is Executive Chairman and Executive Director of Hunter Hall International Limited. He is Chief Investment Officer of Hunter Hall Investment Management Limited and Executive Chairman and Executive Director of Hunter Hall International (UK) Limited. With regards to Hunter Hall International Limited, he is a Trustee of the Charitable Trust and a member of the Charities Committee.

Mr Hall is also a Patron of the Asian Rhino Project and Sea Shepherd UK, a Director of the International Rhino Foundation and a member of the Sydney Film Festival Council.

Mr Hall has 32 years experience in investment markets. Previously he was Investment Manager of Hancock & Gore Limited, Portfolio Manager and Analyst with Mercantile Mutual Holdings Limited, Industrial Analyst with Pembroke Securities Limited, Investment Analyst with New Zealand South British Insurance Limited and a journalist with John Fairfax & Sons Limited. Mr Hall completed the Harvard Business School Owner/President Management Program in 2003.

Mr Hall was awarded Member of the Order of Australia (AM) in 2010 for his philanthropic contributions to society and his service to the finance management industry.

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

### Item 3: Confirm appointment of and re-elect Director – Mr Kevin Eley

Mr Kevin Eley was appointed as a director of the Company by the Board on 23 September 2015. In accordance with clause 11.4 of the Company's Constitution, any director appointed either to fill a casual vacancy or as an addition to the existing Directors holds office only until the next following general meeting and is then eligible for re-election but must not be taken into account in determining the directors who are to retire by rotation at the relevant meeting. According Mr Kevin Eley, being eligible, offers himself for re-election at this AGM.

Mr Eley is a Chartered Accountant, a Fellow of the Financial Services Institute of Australia and a Fellow of the Australian Institute of Company Directors. He has over 30 years' experience in management, finance and investment and has worked for a major international accounting firm, two investment banks and was Chief Executive of HGL Limited.

His current non-executive directorships include Equity Trustees Limited, Milton Corporation Limited, HGL Limited and Po Valley Energy Limited. Kevin's previous public company directorships included Kresta Holdings Limited, Desane Group Holdings Limited, Solander Holdings Limited, Leutenegger Limited, Laubman and Pank Limited and Sabre Group Limited.

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

## Item 4: Remuneration Report

The Remuneration Report can be found in the Company's 2015 Annual Report, which is available on the Company's website at [www.hunterhall.com.au/HHL.php](http://www.hunterhall.com.au/HHL.php). 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 section 250R of the Corporations Act, the Company is required to put to the vote a resolution that the Remuneration Report be adopted. Members 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 members 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 (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 cast by a person if:

- the person votes as 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 for 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.

## GLOSSARY

**Constitution** means the constitution of the Company as at the date of the AGM.

**Explanatory Notes** means the explanatory notes which forms part of the Notice.

**Key management personnel, KMP or Senior**

**Management** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or non-executive) of the Company.

**Listing Rules** means the listing rules of ASX.

**Notice** means this notice of annual general meeting.

**Share** means a fully paid ordinary share in the capital of the Company.



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**Hunter Hall International Limited**

Investor Relations 1800 651 674  
[www.hunterhall.com.au](http://www.hunterhall.com.au)



## HUNTER HALL INTERNATIONAL LIMITED

ABN 43 059 300 426

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

## Proxy Form

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### 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: 9999999

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 2.30pm Monday 23 November 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](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.



I 9999999999

IND

# Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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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 Museum of Sydney, cnr Phillip and Bridge Streets, Sydney, NSW on Wednesday, 25 November 2015 at 2:30pm (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 Re-election of Director: Mr Peter Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Confirmation of appointment of Director: Mr Kevin Eley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 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

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/

/



**HUNTER HALL  
INTERNATIONAL LIMITED**

ABN 43 059 300 426

**All general correspondence to:**  
Computershare Investor Services Pty Limited  
GPO Box 2975 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000  
Facsimile +61 3 9473 2500  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)  
[www.computershare.com](http://www.computershare.com)

└ 000002 000 HHLRM  
MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Hunter Hall International Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Hunter Hall International Limited**