



# ASX Announcement & Media Release

## MDS Financial Group Limited

ACN 091 744 884

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Sydney NSW 2000

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ASX Code: MWS

## Results of Annual General Meeting

Further to the Annual General Meeting of MDS Financial Group Limited (ASX: MWS) ("MDS" or "the Company") held today 27 November 2015, and pursuant to ASX Listing Rule 3.13.3 and Section 2511AA of the Corporation Act 2001 (Cth) we confirm the following eleven ordinary resolutions and two special resolution were all passed by way of a show of hands:

- Resolution 1: Adoption of Remuneration Report
- Resolution 2: Approval and Ratification of Prior Issue of Placement Shares
- Resolution 3: Approval and Ratification of Prior Issue of Placement Shares
- Resolution 4: Approval and Ratification of Prior Issue of Placement Shares
- Resolution 5: Approval and Ratification of the Issue of 248,812,500 Shares for 66.4% Consideration for the Acquisition of Securities in Sequoia Wealth Group Pty Limited to the Vendors
- Resolution 6: Approval of the Issue of 83,025,000 Shares to Beeton Enterprises Pty Ltd for the Acquisition of 22.1% of Securities in Sequoia Wealth Group Pty Ltd
- Resolution 7: Approval of the Issue of 41,512,500 to Vista Investments (NSW) Pty Ltd for the Acquisition of 11.1% of Securities in Sequoia Wealth Group Pty Ltd
- Resolution 8: Approval for Additional Placement Capacity
- Resolution 9: Approval of Employee Share Option Plan
- Resolution 10: Election of a Director – Mr Michael Carter
- Resolution 11: Election of a Director – Mr Delan Pagliaccio
- Resolution 12: Re-Election of a Director – Mr Marcel Collignon
- Resolution 13: Change of Company Name

The tables on the following page details the proxies lodged prior to the meeting in respect to these resolutions.

– Ends –



**mds**financial  
GROUP LIMITED

27 November 2015

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## **ABOUT MDS FINANCIAL GROUP**

ASX-listed MDS Financial Group Limited (ASX: MWS) is an integrated financial services company providing products and services to self-directed retail and wholesale clients and those of third party professional service firms.

It provides:

- Investment and superannuation products;
- Wealth management and advisory services;
- Corporate advisory and capital markets expertise;
- Retail, wholesale and institutional trading platforms; and
- Market data and financial news services.

MDS operates various AFS Licenses and its subsidiary D2MX is an ASX Market Participant.



## Proxies Lodged

### Resolution 1: Adoption of Remuneration Report

This resolution was passed on a show of hands as an ordinary resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	426,433,336	200,000	50,916,114	2,403,568,777
<b>% OF VOTES</b>	89.30%	0.04%	10.66%	N/A

### Resolution 2: Approval and Ratification of Prior Issue of Placement Shares

This resolution was passed on a show of hands as an ordinary resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	2,798,362,113	290,000	68,716,114	13,750,000
<b>% OF VOTES</b>	97.59%	0.01%	2.40%	N/A

### Resolution 3: Approval and Ratification of Prior Issue of Placement Shares

This resolution was passed on a show of hands as an ordinary resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	2,763,278,780	290,000	68,716,114	48,833,333
<b>% OF VOTES</b>	97.56%	0.01%	2.43%	N/A

### Resolution 4: Approval and Ratification of Prior Issue of Placement Shares

This resolution was passed on a show of hands as an ordinary resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	1,372,145,509	290,000	68,716,114	1,439,966,604
<b>% OF VOTES</b>	95.21%	0.02%	4.77%	N/A

**Resolution 5: Approval and Ratification of the issue of 248,812,500 shares for 66.4% consideration for the acquisition of securities in Sequoia Wealth Group Pty Ltd to the vendors**

This resolution was passed on a show of hands as an ordinary resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	2,164,621,560	290,000	68,716,114	647,490,553
<b>% OF VOTES</b>	96.91%	0.01%	3.08%	N/A

**Resolution 6: Approval of the issue of 83,025,000 shares to Beeton Enterprises Pty Ltd for the acquisition of 22.1% of securities in Sequoia Wealth Group Pty Ltd**

This resolution was passed on a show of hands as an ordinary resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	1,713,966,938	290,000	68,716,114	1,098,145,175
<b>% OF VOTES</b>	96.13%	0.02%	3.85%	N/A

**Resolution 7: Approval of the issue of 41,512,500 shares to Vista Investments (NSW) Pty Ltd for the acquisition of 11.1% of securities in Sequoia Wealth Group Pty Ltd**

This resolution was passed on a show of hands as an ordinary resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	2,440,642,238	290,000	68,716,114	371,469,875
<b>% OF VOTES</b>	97.25%	0.01%	2.74%	N/A

**Resolution 8: Approval of Additional Placement Capacity**

This resolution was passed on a show of hands as an ordinary resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	2,812,100,444	275,000	68,742,783	0
<b>% OF VOTES</b>	97.60%	0.01%	2.39%	N/A

### Resolution 9: Approval of Employee Share Option Plan

This resolution was passed on a show of hands as a special resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	1,372,211,753	200,000	68,832,783	1,439,873,691
<b>% OF VOTES</b>	95.21%	0.01%	4.78%	N/A

### Resolution 10: Election of a Director - Mr Michael Carter

This resolution was passed on a show of hands as an ordinary resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	2,809,675,444	200,000	68,742,783	2,500,000
<b>% OF VOTES</b>	97.60%	0.01%	2.39%	N/A

### Resolution 11: Election of a Director - Mr Delan Pagliaccio

This resolution was passed on a show of hands as an ordinary resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	2,812,175,444	200,000	68,742,783	0
<b>% OF VOTES</b>	97.60%	0.01%	2.39%	N/A

### Resolution 12: Re-election of a Director - Mr Marcel Collignon

This resolution was passed on a show of hands as an ordinary resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	2,812,175,444	200,000	68,742,783	0
<b>% OF VOTES</b>	97.60%	0.01%	2.39%	N/A



**Resolution 13: Change of Company Name**

This resolution was passed on a show of hands as a special resolution.

The total number of proxy votes exercisable by all proxies validly appointed was 39.

Instructions in respect of the proxies were:

	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>ABSTAIN/EXCLUDED</b>
<b>VOTES</b>	2,811,925,444	450,000	68,742,783	0
<b>% OF VOTES</b>	97.59%	0.02%	2.39%	N/A