

Appendix 3D

Changes relating to buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Asian Masters Fund Limited	90 127 927 584

We (the entity) give ASX the following information.

1	Date that an Appendix 3C or the last Appendix 3D was given to ASX	30 July 2012
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Information about the change

Complete each item for which there has been a change and items 9 and 10.

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
On-market buy-back		
2	Name of broker who will act on the company's behalf	Dixon Advisory & Superannuation Services Limited No change
3	Deleted 30/9/2001.	
4	If the company/trust intends to buy back a maximum number of shares/units – that number Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.	Up to 38,332,413 Up to 37,115,174

⁺ See chapter 19 for defined terms.

Appendix 3D

Changes relating to buy-back

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
5	If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back	38,332,413
6	If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	37,115,174
	<p>If approved by shareholders, the buy-back period will be from 31 August 2012 to close of trade on 30 August 2013.</p> <p>The buy-back may be concluded earlier if the maximum number of shares are acquired or if the Company determines that it is no longer in the best interest of shareholders to proceed with the buy-back.</p>	<p>Shareholders approved the buy-back at the general meeting held on 31 August 2012.</p> <p>The buy-back period will be from 31 August 2012 to close of trade on 30 August 2013.</p> <p>The buy-back may be concluded earlier if the maximum number of shares are acquired or if the Company determines that it is no longer in the best interest of shareholders to proceed with the buy-back.</p>
7	If the company/trust intends to buy back shares/units if conditions are met – those conditions	Not applicable
	Not applicable	Not applicable

⁺ See chapter 19 for defined terms.

All buy-backs


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|--------------------|---|----------------|----------------|
| 8 Any other change | <table border="1" style="width: 100%; border-collapse: collapse;"><tr><td style="width: 50%; height: 100px; vertical-align: top; padding: 5px;">Not applicable</td><td style="width: 50%; height: 100px; vertical-align: top; padding: 5px;">Not applicable</td></tr></table> | Not applicable | Not applicable |
| Not applicable | Not applicable | | |
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| 9 Reason for change | <p>At the general meeting held on 31 August 2012, shareholders approved the on-market buy-back announced on 30 July 2012.</p> <p>The Company is therefore permitted to buy-back a maximum of 25% of the numbers of shares the Company has on issue at the date of the meeting.</p> |
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| 10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>) | Not applicable |
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Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: 
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(Company secretary)

Date: 31 August 2012

Print name: Hannah Chan

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⁺ See chapter 19 for defined terms.