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## **Notice of 2019 General Meeting**

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Date: Friday, 8 March 2019

Time: 11.00am (AEDT)

Venue: At the offices of William Buck  
Level 29  
66 Goulburn Street  
SYDNEY NSW 2000

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## **ACTIONS TO BE TAKEN BY SHAREHOLDERS**

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A General Meeting of Shareholders to which this Notice of Meeting relates will be held

On: **Friday, 8 March 2019**

At: **11.00am (AEDT)**

At: **Level 29**  
**66 Goulburn Street**  
**Sydney NSW 2000**

### **Your vote is important**

The business of the General Meeting affects your shareholding and your vote is important.

### **Eligibility to attend and vote**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Wednesday, 6 March 2019.

### **Last date to submit Proxy Form**

Your completed Proxy Form must be received by the Company Secretary no later than 11.00am (AEDT) on **Wednesday, 6 March 2019**. Please complete and sign the enclosed Proxy Form, returning:

**By mail** PO Box 1592, Booragoon WA 6954

**By email** [eryn@kestelcorp8.com.au](mailto:eryn@kestelcorp8.com.au)

**In person** Level 32, 101 Miller Street, North Sydney

**Proxy Forms received after Wednesday, 6 March 2019 will be invalid.**

### **Appointing a proxy**

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting in person or casting a direct vote.

To appoint a proxy, please write the name of the appointed proxy in the box on the proxy form. You can direct your proxy how to vote on Items **1 to 4** by marking "For", "Against" or "Abstain".

A proxy does not need to be a shareholder of the Company. A proxy may be an individual or a company. You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a percentage or number, each proxy may exercise half of the votes. You must return both Proxy Forms together. If you require additional Proxy Forms, please contact the Company Secretary on +61 435 905 770.

If you sign the enclosed Proxy Form, and mark the box against the Chairman, the Chairman will be appointed as your proxy. The Chairman currently intends to vote undirected proxies on, and in favour of, all proposed resolutions.

If you appoint a proxy, you may still attend the meeting. However, your proxy's right to vote and speak will be suspended while you are present.

### **Attending the meeting in person**

Eligible shareholders may attend the meeting and vote in person.

If you intend to attend the meeting in person, you do not need to submit a Proxy Form.

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will suspend your proxy appointment while you are present at the meeting.

Please bring your Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting, the Company will need to verify your identity. Please arrive 20 minutes prior to the start of the General Meeting on the date and at the venue set out above.

#### **Voting by Corporate Representative**

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act 2001 (Cth) (Corporations Act). The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company's share registry.

#### **Impact of your proxy appointment on your voting instructions**

If you appoint the Chairman as your proxy and have not directed him how to vote, you are authorising the Chairman to cast your undirected vote on all proposed resolutions in accordance with his intentions set out below.

#### **The Chairman's voting intentions**

The Chairman intends to vote undirected proxies on, and in favour of, all the proposed resolutions. If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to the market.

The Chairman's decision on the validity of a vote cast by a proxy or vote cast in person, is conclusive.

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## BUSINESS OF THE 2019 GENERAL MEETING

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### ORDINARY Resolutions

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#### Resolution 1 - Ratification of previous issue of 3,233,220 Shares

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the refreshment of the 15% placement capacity by the previous issue of 3,233,220 Shares as described in the Explanatory Memorandum”.*

##### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, or an associate(s) of that person. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### Resolution 2 - Ratification of previous issue of 8,265,380 Shares

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the refreshment of the 15% placement capacity by the past issue previous issue of 8,265,380 Shares as described in the Explanatory Memorandum”.*

##### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, or an associate(s) of that person. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### Resolution 3 – Removal of Auditor

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, in accordance with the Corporations Act, KPMG, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the 2019 General Meeting as described in the Explanatory Memorandum”.*

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### SPECIAL Resolution

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#### Resolution 4 – Appointment of Auditor

To consider, and if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

*“That, subject to the passing of Resolution 3, William Buck of Level 29, 66 Goulburn Street, Sydney NSW being qualified to act as auditor of the Company, and having consented to act, be appointed as the auditor of the Company effective from the date of the 2019 General Meeting and the Directors be authorised to agree the remuneration.”*

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**By Order of the Board**

A handwritten signature in blue ink, appearing to read 'E. Kestel', with a long horizontal flourish extending to the right.

**Eryn Kestel**  
**Company Secretary**  
01 February 2019

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## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared to provide Shareholders with material information known to the Directors to enable them to decide whether to pass the Resolutions the subject of the business of the General Meeting of the Company, to be convened for Friday, 8 March 2019 commencing at 11.00am (AEDT).

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### Ratification of previous issue of Shares

#### Listing Rule 7.1 and 7.4

Listing Rule 7.1 provides a listed company with the ability to issue during any 12-month period, that amount of securities that represents up to 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period without Shareholder approval.

FE Investment Group Limited (the Company) has received commitments for a three (3) tranche placement to unrelated sophisticated investors to raise a total of \$2,195,526 through the issue of 21,955,258 Shares at an issue price of 10 cents per Share.

The Company completed the tranche 1 placement in November 2018 and issued 10,456,658 Ordinary Shares (**Shares**) which was subsequently approved by Shareholders at a General Meeting on 8 January 2019.

The tranche 2 and 3 placements were completed in December 2018 and January 2019 with Shares issued within the Company's 15% placement capacity permitted under Listing Rule 7.1 without prior Shareholder approval.

Resolutions 1 and 2 seek Shareholder approval for the ratification of the issue of the tranche 2 and 3 placement Shares pursuant to ASX Listing Rule 7.4.

ASX Listing Rule 7.4 enables the Company to subsequently approve an issue of Equity Securities made without prior Shareholder approval under Listing Rule 7.1 if:

- the issue of Equity Securities did not breach Listing Rule 7.1; and
- Shareholders subsequently approve the issue of those Equity Securities by the Company.

In relation to the issue of the tranche 2 and 3 placement Shares set out below, the Company confirms:

- the issues did not at any time breach Listing Rule 7.1; and
- the Shares were issued without prior Shareholder approval on 12 December 2018 (3,233,220 Shares) and 14 January 2019 (8,265,380 Shares) from the Company's 15% placement capacity under Listing Rule 7.1;

and approval is now sought to subsequently approve the issue of these Shares.

Shareholders, in approving Resolutions 1 and 2 will restore the base figure which the Company's 15% placement capacity is calculated on by 11,498,600 Shares which in turn will allow a proportionately higher number of securities to be issued without requiring Shareholder approval.

The Company is likely to issue further Equity Securities within the next 12 months. Accordingly, the Company seeks approval for the issue of the Shares set out below to provide future flexibility to place Equity Securities.

If the issues, are not ratified, the issues remain valid, but the Company will be restricted in the number of securities that can be issued.

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### Resolution 1 – Ratification of previous issue of 3,233,220 Shares

On 13 December 2018, the Company announced the issue of 3,233,220 Shares at an issue price of 10 cents per Share being completion of tranche 2 of a 3-tranche capital raising placement.

The Company issued the Shares utilising the Company's 15% Placement Capacity under Listing Rule 7.1 and Resolution 1 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of these Shares.

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following with respect to Resolution 1.

No. of Securities Issued:  
3,233,220 Shares

Issue Price:  
10 cents per Share which was the issue price used in tranche 1 capital raising as at 12 November 2018.

Issue Date:  
12 December 2018

Use of Funds:  
\$323,322 placement funds were raised from the issue and were applied to increasing the capital base of the wholly owned New Zealand Subsidiary, FE Investments Limited (**FEI**). As a result, FEI now holds sufficient cash to meet its required liquidity ratios per Deed requirements.

Terms of Securities:  
All Shares were issued as fully paid ordinary shares ranking equally with existing Shares. Quotation on the ASX was sought and obtained.

Subscribers:  
The Shares were issued to unrelated sophisticated investors selected on a case-by-case basis from within the Company's network of investors.

The Company did not use the services of a broker or adviser and no such fees were charged.

A voting exclusion statement is included in this Notice.

#### **Recommendation of Board**

The Board believes that the ratification of this issue is beneficial for the Company and the Board unanimously recommends Shareholders vote in favour of Resolution 1.

The Board believes that it is in the best interests of the Company to maintain the ability to issue up to its full 15% placement capacity permitted under Listing Rule 7.1 / without the requirement to obtain prior Shareholder approval so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.

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#### **Resolution 2 – Ratification of previous issue of 8,265,380 Shares**

On 15 January 2019, the Company announced the issue of 8,265,380 Shares at an issue price of 10 cents per Share being completion of tranche 3 of a 3-tranche capital raising placement.

The Company issued the Shares utilising the Company's 15% annual placement capacity under Listing Rule 7.1 and Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of these Shares.

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following with respect to Resolution 2.

No. of Securities Issued:  
8,265,380 Shares

Issue Price:  
Issue price of 10 cents per Share which was the issue price used in tranches 1 and 2 capital raisings as at 12 November 2018 and 12 December 2018.

Issue Date:

14 January 2019

Use of Funds:

\$826,538 placement funds were raised from the issue and were applied to increasing the capital base of the wholly owned New Zealand Subsidiary, FE Investments Limited (FEI). As a result, FEI holds sufficient cash to meet its required liquidity ratios per Deed requirements.

Terms of Securities:

All Shares were issued as fully paid ordinary shares ranking equally with existing Shares. Quotation on the ASX was sought and obtained.

Subscribers:

The Shares were issued to unrelated sophisticated investors selected on a case-by-case basis from within the Company's network of investors.

The Company did not use the services of a broker or adviser and no such fees were charged.

A voting exclusion statement is included in this Notice.

**Recommendation of Board**

The Board believes that the ratification of this issue is beneficial for the Company and the Board unanimously recommends Shareholders vote in favour of Resolution 2.

The Board believes that it is in the best interests of the Company to maintain the ability to issue up to its full 15% placement capacity permitted under Listing Rule 7.1 / without the requirement to obtain prior Shareholder approval so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.

**Resolution 3 – Removal of Auditor**

Under Section 329 of the Corporations Act, a company auditor may be removed from office by resolution at a shareholder meeting of which two (2) months' notice of intention to move the resolution has been provided.

On 8 January 2019, a notice of request to convene a meeting to consider a resolution to remove the Company's auditor, KPMG, was served on the Company pursuant to s.329(1A) of the Corporations Act (Notice of Intention).

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice if intention is given.

The notice of intention is **attached** to this Notice of General Meeting and the Company seeks approval to remove KPMG even though the General Meeting will be held less than 2 months after the notice of intention has been received by the Company.

KPMG have provided audit services to the Company since 2017 and there has not been any disagreement with KPMG at either the Board or management level of the Company in relation to the conduct of the audit.

The Company's New Zealand Subsidiary, FE Investments Limited has recently changed auditors from KPMG to William Buck Audit Pty Ltd and it is more appropriate in terms of efficiency, effectiveness and economies of scale for the Group to engage the same auditor as the Subsidiary.

The Company does not believe that the audit quality will be diminished as a result of changing auditors.

The notice of intention has been forwarded to KPMG and a copy has been lodged with the Australian Securities and Investment Commission (ASIC).



#### **Resolution 4 – Appointment of Auditor**

Section 327D of the Corporations Act provides that when an auditor is removed from the company, the company may appoint a new auditor at a general meeting by special resolution. Resolution 4 provides for the auditor vacancy to be filled if Resolution 3 is passed.

The Directors propose that William Buck Audit Pty Ltd be appointed as the Company's auditor effective from the date of this meeting. William Buck Audit Pty Ltd has given written consent to act as the Company's auditor in accordance with s.328A (1) of the Corporations Act.

If this Special Resolution is not passed, the Company will hold an adjourned meeting no less than 20 days and no greater than 30 days following this General Meeting. At this meeting, William Buck Audit Pty Ltd can be appointed by an **ordinary resolution** provided that the Company receives a notice of nomination of William Buck Audit Pty Ltd from a member of the Company at least 14 days before the date of the adjourned meeting.

#### **Interdependence**

Resolutions 3 and 4 are interdependent, with the result that if only one Resolution is passed by Shareholders, the other does not become effective.

#### **Recommendation of Board**

The Board recommend that Shareholders vote in favour of Resolutions 3 and 4.

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## **GLOSSARY**

**\$** means Australian dollars

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

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

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Board** means the current board of directors of the Company.

**Chair** means the chairman of the Meeting

**Company** means FE Investment Group Limited (ACN 107 745 095).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director means** Non-Executive Directors

**Equity Securities** has the same meaning as in the ASX Listing Rules but includes:

- (a) a share;
- (b) a unit;
- (c) a right to a share or unit or option;
- (d) an option over an issued or unissued security;
- (e) a convertible security;
- (f) any security that ASX decides to classify as an equity security
- (g) BUT not a debt security

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice of Meeting.

**General Meeting or Meeting** means the meeting convened by the Notice of Meeting.

**Notice of Meeting or Notice of General Meeting** means this notice of general meeting including the Explanatory Memorandum.

**Proxy Form** means the proxy form accompanying the Notice of Meeting

**Resolutions** means the resolutions set out in the Notice of Meeting or any one of them, as the context requires.

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

**Shareholder** means a holder of a Share.

**Tranche 2 Placement Shares** means 3,233,220 Shares.

**Tranche 3 Placement Shares** means 8,265,380 Shares.

**APPOINTMENT OF PROXY  
FE INVESTMENT GROUP LIMITED  
ACN 107 745 095**

**GENERAL MEETING PROXY FORM**

**Member Details**

Name: .....

Address: .....

Contact Telephone No: .....

**Appointment of Proxy**

I/We being a Member/s of the Company and entitled to attend and vote hereby appoint

☐

Chairman of the Meeting

Insert Name of Appointed Proxy Below

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the General Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of FE Investment Group Limited to be held at

Location	<b>Level 29 66 Goulburn Street Sydney NSW 2000</b>
Date	<b>Friday, 8 March 2019</b>
Time	<b>11.00am (AEDT)</b>

and at any adjournment of that meeting.

**CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

**Voting on business of the Meeting**

**Ordinary Resolutions**

- Resolution 1 Ratification of previous issue of 3,233,220 Shares
- Resolution 2 Ratification of previous issue of 8,265,380 Shares
- Resolution 3 Removal of Auditor

**Special Resolution**

- Resolution 4 Appointment of Auditor

**FOR      AGAINST      ABSTAIN**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Note: By marking the Abstain box for any of the Resolution 1 to 4, Shareholders are directing the proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy repre: -----%

Please return completed proxy forms by email to: [eryn@kestelcorp8.com.au](mailto:eryn@kestelcorp8.com.au) or by post to: PO Box 1592, BOORAGOON WA 6952 by 11.00am (AEDT) on Wednesday, 6 March 2019.

PLEASE SIGN HERE

Individual or Member 1

Sole Director and  
Sole Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

## EQUITY NO. 8 LIMITED

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North Sydney. NSW 2060  
Australia  
+61 (2) 9025 3567  
[www.feigroup.com.au](http://www.feigroup.com.au)

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Chorus House  
Level 15  
66 Wyndham Street  
PO Box 106 264  
Auckland 1143, New Zealand  
+64 9 359 9445  
[www.fei.co.nz](http://www.fei.co.nz)

8 January 2019

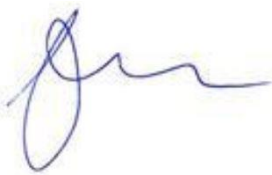
Ms Eryn Kestel  
Company Secretary  
FE Investment Group Limited  
Level 32  
101 Miller Street  
NORTH SYDNEY NSW 2060

Dear Ms Kestel

### NOTICE OF INTENTION TO REMOVE AUDITOR - KPMG

We, Equity No. 8 Limited request FE Investment Group Limited (**the Company**) to convene a general meeting of the Company no later than 8 March 2019, being 2 months from date of this letter to consider, and if thought fit, to pass the resolution that KPMG (as per the most recent auditor's report in the financial statements) be removed as auditor of the Company.

Yours faithfully



**Thatt Kiong Shim**  
Director