



**360 Capital Group Limited**  
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24 August 2015

The Manager  
Company Announcements Office  
Australian Securities Exchange  
Level 4, 20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**360 Capital Group (ASX: TGP)  
Annual General Meeting – Listing Rules 3.13.1 and 14.3**

Please be advised that the 2015 Annual General Meeting of 360 Capital Group Limited will be held at 10.00am (AEST) on Tuesday 22 September 2015 at the Lindsay Room, Amora Hotel, 11 Jamison Street, Sydney, NSW.

A copy of the Notice of Meeting being mailed to all Securityholders follows.

Yours Sincerely,

A handwritten signature in black ink, appearing to read 'Alan Sutton'. The signature is written in a cursive, flowing style.

Alan Sutton  
Company Secretary



Notice of Annual General Meeting  
and Explanatory Memorandum

# 360 CAPITAL GROUP LIMITED

ABN 18 113 569 136

**This is an important document and requires your immediate attention.**  
You should read this document in its entirety before deciding how to vote.  
If you are in any doubt about what to do, you should consult your legal,  
investment, taxation and other professional adviser without delay.

## Important Notices

### What is this document?

This Notice of Meeting and Explanatory Memorandum is dated 26 August 2015 and is issued by 360 Capital Group Limited ABN 18 113 569 136 (the "Company").

The purpose of this Notice of Meeting and Explanatory Memorandum is to provide information about receiving the Group's 2015 Annual Financial Statements and Report, approving the fiscal 2015 Remuneration Report and re-electing Directors as well as to provide such other information considered material to the decision of Securityholders in determining how to vote on the Resolutions.

All information in this document forms part of the Notice of Meeting.

### No investment advice

The information contained in this Notice of Meeting and Explanatory Memorandum does not constitute financial product advice and has been prepared without reference to your particular investment objectives, financial situation, taxation position and needs. It is important that you read the Notice of Meeting and Explanatory Memorandum in its entirety before making any investment decision and any decision on how to vote on the Resolution.

### Any questions?

If you have any questions about your holding of Securities or the Resolution, please contact the 360 Capital Investor Services on 1800 182 257. If you are in any doubt on how to vote on the Resolutions or the action to be taken, you should contact your financial, legal, tax or other professional adviser without delay.

## Meeting details and important dates

<b>Last date and time for receipt of Proxy Forms</b>	10.00am (AEST) Sunday* 20 September 2015
<b>Date and time to determine your eligibility to vote at the Meeting</b>	7.00pm (AEST) Friday 18 September 2015
<b>Date and time of the Meeting</b>	10.00am (AEST) Tuesday 22 September 2015
<b>Place</b>	Lindsay Room Amora Hotel 11 Jamison Street Sydney NSW 2000

\* Please note that the cut-off time for mailing or hand delivering Proxy Forms is 5.00pm Friday 18 September 2015. The cut-off time for online voting and faxing Proxy Forms is 10.00am (AEST) Sunday 20 September 2015.

## Contents

NOTICE OF MEETING	1
NOTES ABOUT THE MEETING AND HOW TO VOTE	3
EXPLANATORY MEMORANDUM	5

# Notice of Meeting

360 CAPITAL GROUP LIMITED (ABN 18 113 569 136)

## Fiscal 2015 Annual General Meeting

Notice is given by 360 Capital Group Limited (the Company) that the 2015 Annual General Meeting will be held as follows:

Date: Tuesday 22 September 2015

Time: 10.00am (AEST)

Place: Lindsay Room  
Amora Hotel  
11 Jamison Street  
Sydney NSW 2000

## Business of the Meeting

### Item A. Financial Statements and Report

To receive the Company's Annual Report 2015, including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2015:

**No resolution is required for this item of business.**

### Item B. Approval of the Fiscal 2015 Remuneration Report

The meeting is asked to consider and, if thought fit, to pass the following resolution as a resolution of the Company:

#### Resolution 1

*"That the remuneration report of the Company for the financial year ended 30 June 2015 as contained in the director's report for the Company be approved."*

**The vote on this resolution is advisory only and does not bind the Directors of the Company.**

### Item C. Re-election of Directors

- I. Mr. Andrew Graeme Moffat, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, seeks re-appointment as a Director at this Annual General Meeting.

The meeting is therefore asked to consider and if thought fit, to pass the following resolution as an ordinary resolution of the Company.

#### Resolution 2

*"That Mr. Andrew Graeme Moffat, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, is re-appointed as a Director of the Company."*

- II. Mr. William John Ballhausen, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, seeks re-appointment as a Director at this Annual General Meeting.

The meeting is therefore asked to consider and if thought fit, to pass the following resolution as an ordinary resolution of the Company.

#### Resolution 3

*"That Mr. William John Ballhausen, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, is re-appointed as a Director of the Company."*


## NOTICE OF MEETING

(CONTINUED)

### Item D. Other Business

To transact any other business which may be brought before the meeting in conformity with the Constitution of the Company and the Corporations Act.

By order of the Board



**Alan Sutton**  
Company Secretary  
360 Capital Group Limited

Dated: 26 August 2015

# Notes about the Meeting and how to vote

THESE NOTES FORM PART OF THE NOTICE OF MEETING

## Terminology

Terms which are defined in the Constitution of the Company have the same meaning when used in this notice, unless the context requires otherwise.

## Quorum

The Constitution of the Company provides that three Shareholders present personally, or by representative, attorney or proxy, shall be a quorum for a general meeting of the Company.

## Proxies

If you are unable or do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a Securityholder.

If a Securityholder is entitled to two or more votes they may appoint two proxies and may specify the number or percentage of votes each proxy is appointed to exercise. If no such number or percentage is specified, each proxy may exercise half the Securityholder's votes.

## Corporate representatives

Corporate representatives are requested to bring appropriate evidence of appointment as a representative. Attorneys are requested to bring a copy of the Power of Attorney pursuant to which they have been appointed. Representatives will also be required to provide proof of identity.

## Voting entitlements

The Directors of the Company have determined that, subject to the voting restrictions set out below, voting entitlements will be determined from the names of the Securityholders on the Register of Securityholders of the Company as at 7.00pm (AEST) Friday 18 September 2015.

## Voting procedure

Voting on each resolution will be by a show of hands, whereby each Securityholder present, in person or by proxy or attorney or where the Securityholder is a body corporate, by representative, will have one vote on a show of hands.

However, if a poll is validly demanded, each Securityholder present in person or by proxy or attorney or where the Securityholder is a body corporate, by representative, will have one vote for each fully paid Security.

## Voting exclusions – Resolution 1

In accordance with the Corporations Act a vote must not be cast on the non-binding Remuneration Report resolution (Resolution 1) by or on behalf of a Securityholder of the Key Management Personnel (whose remuneration details are contained in the Remuneration Report) or their closely related parties whether as a Securityholder or as a proxy.

However, a vote may be cast on Resolution 1 by a Key Management Personnel or a closely related party of a Key Management Personnel if:

- the vote is cast by a person as a proxy for a person who is entitled to vote (i.e. is not a Key Management Personnel or a closely related party of a Key Management Personnel), in accordance with the directions on the proxy form; or
- a Key Management Personnel is the Chairman of the meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

## Proxy voting by the Chairman of the Meeting – Resolution 1

If the Chairman of the Meeting is your proxy, and you do not provide a voting direction with respect to Resolution 1, you will have directed the Chairman of the Meeting to vote in favour of Resolution 1.

The Chairman of the Meeting also intends to vote undirected proxies in favour of each item of business.

## Submission of written questions to the Company or Auditor

In accordance with section 250PA of the Corporations Act, Securityholders entitled to vote at the Annual General Meeting, may submit a written question to the Company or Auditor no later than five business days before the date of the Annual General Meeting. All questions must be sent to the Company marked to the attention of the Company Secretary.

Questions directed to the Auditor must relate to:

- the conduct of the audit; or
- the content of the Auditor's Report.

Under the Corporations Act Securityholders are also entitled at the Annual General Meeting to ask the Company's auditor or their representative questions relevant to these above matters as well as in relation to:

- the independence of the Auditor in relation to the conduct of the audit; or
- the accounting policies adopted by the Company in relation to the preparation of the Financial Report.

### Required Majority

As all resolutions to be put to the meeting are ordinary resolutions, they will be passed if at least 50% of the votes cast by Securityholders entitled to vote on a resolution (in person, by proxy, attorney or corporate representative) are in favour.

### Lodgement of proxies and other authorities

Proxy Forms and other authorities should be returned by posting them in the reply paid envelope provided or delivering them to one of the addresses below.

#### By post

Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

#### Online

[www.votingonline.com.au/360capitalgroupagm2015](http://www.votingonline.com.au/360capitalgroupagm2015)

#### By facsimile

(02) 9290 9655

#### By hand

Boardroom Pty Limited  
c/- Level 12, 225 George Street  
Sydney NSW 2000

**All Proxy Forms must be received by Boardroom Pty Limited no later than is 10.00am (AEST) Sunday 20 September 2015.**

**Please note that the cut-off time for mailing or hand delivering Proxy Forms is 5.00pm Friday 18 September 2015. The cut-off time for online voting and faxing Proxy Forms is 10.00am (AEST) Sunday 20 September 2015.**

**Documents received after that time will not be valid for the Meeting.**

# Explanatory Memorandum

## Item A. Financial Statements and Reports

A copy of the Company's Annual Report 2015 (including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2015) (**Annual Report**) has been previously forwarded to you, unless you have indicated that you do not wish to receive it.

The Annual Report is to be tabled at the Annual General Meeting in accordance with section 317(1) of the Corporations Act 2001 (Cth) (**Corporations Act**). A copy of the Annual Report is also available via our website at [www.360capital.com.au](http://www.360capital.com.au)

## Item B. Approval of the Fiscal 2015 Remuneration Report

The Corporations Act requires the Company to include in the Directors' Report a section titled "Remuneration Report", which sets out the remuneration of key management personnel (including the Directors and Executives) (**Key Management Personnel**) of the Company for the 2015 fiscal year (**Remuneration Report**).

It is also a requirement that the Directors' Report (including the Remuneration Report) be tabled at the Annual General Meeting so that Securityholders of the Company can vote on whether or not to approve the Remuneration Report. The vote is advisory only and, as such, does not bind the Directors or the Company.

As a result of amendments to the Corporations Act which came into effect on 1 July 2011, if 25% or more of the votes cast by Securityholders are against the adoption of the Remuneration Report at consecutive Annual General Meetings, an ordinary resolution must be put to a vote by Securityholders at the second annual general meeting as to whether a further general meeting of Securityholders should be held within 90 days of the date of the second annual general meeting at which all Directors (other than the Managing Director) who were in office at the date of the Remuneration Report tabled at the second meeting must stand for re-election.

Less than 25% of Securityholders voted against the remuneration report tabled at the Fiscal 2014 Annual General Meeting for the Company.

## Item C. Re-election of Directors

The Listing Rules require that an entity which has directors must hold an election of directors each year. Even though the Directors were elected at the Fiscal 2013 Annual General Meeting, in accordance with the Listing Rules and Constitution, the following Directors have put themselves forward for re-election.

**Mr. Andrew Graeme Moffat** was elected a Director at the Fiscal 2013 Annual General Meeting.

Andrew has in excess of 20 years of corporate and investment banking experience, including serving as a director of Equity Capital markets and Advisory for BNP Paribas Equities (Australia) Limited. Andrew is the sole principal of Cowoso Capital Pty Ltd, a company providing corporate advisory services.

Andrew is also Chairman of Pacific Star Network Limited, Chairman of Keybridge Capital Limited, a Director of Rubik Financial Limited and a Director of CCK Financial Solutions Limited. His past public company directorships include iX Group Limited and Infomedia Limited.

Andrew has declared himself an independent, non-executive director.

**William John Ballhausen** was elected a Director at the Fiscal 2013 Annual General Meeting.

John is a financial services professional. He provides services to a number of organisations and is a Responsible Manager for several Australian Financial Services Licences.

John founded Rimcorp Property Limited and became its Managing Director. In 2008, Rimcorp was successfully sold with approximately \$100 million in funds under management spread over four registered property schemes.

Before 2002 John held the position of Chief Investment Officer with HHH Insurance, with responsibility for more than \$3 billion of funds across fixed interest, equities and property asset classes. John has a Bachelor of Commerce from the University of NSW and is a Fellow of the Financial Services Institute of Australasia.

John has declared himself an independent, non-executive director.

## Queries

If you have any questions regarding your investment in the Company, the Resolutions, or what action you should take, please consult your legal, investment, taxation and other professional adviser or contact 360 Capital Investor Services on 1800 182 257 or email [investor.relations@360capital.com.au](mailto:investor.relations@360capital.com.au)





**360 Capital Group Limited**  
**ACN 113 569 136**

## **Investor Enquiries**

**360 Capital Investor Services**  
Toll Free: 1800 182 257  
Email: [investor.relations@360capital.com.au](mailto:investor.relations@360capital.com.au)

## **Postal Address for Lodgement of Proxies**

**Boardroom Pty Limited**  
GPO Box 3993  
Sydney NSW 2001

## **Registered Office**

Level 8, 56 Pitt Street  
Sydney NSW 2000

[www.360capital.com.au](http://www.360capital.com.au)

## **Disclaimer**

This document has been prepared by 360 Capital Group Limited (ABN 18 113 569 136), Level 8, 56 Pitt Street, Sydney NSW 2000 ("Group"). The Group, its associates, related entities and directors do not guarantee the performance of the Group or the repayment of monies invested. The information contained in this document does not constitute financial product advice. While every care has been exercised in the preparation of this document and the information is believed to be correct, this document is provided for general information purposes only and does not have regard to the particular circumstances, financial situation or needs of any specific person who may read it and whom should seek their own professional advice. This document contains forward looking statements which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends" and other similar words that imply risks and uncertainties. These forward looking statements are subject to known and unknown risks, uncertainties and other factors that could cause the actual results, performance or achievements of the Fund to vary materially from those expressed or implied in such forward looking statements. Past performance is not an indicator of future performance.