



15 April 2009

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Scott Evans
National Stock Exchange of Australia
Ground floor
384 Hunter Street
NEWCASTLE NSW 2300

daVinci Funds Management Limited

ACN: 086 965 684

AUSTRALIAN FINANCIAL SERVICES LICENCE 237301

Level 24, Grosvenor Place
225 George Street
GPO Box 2593
SYDNEY NSW 2000
Tel +61-2-8823-5222
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www.davinciadvisors.com.au

RE: DIRECTOR'S DECLARATION AND UNDERTAKING

DECLARATION

1. State:
 - (1) Gooi;
 - (2) Joe Ching-Ping;
 - (3) 5 August 1967;
 - (4) 117 Hannah Street, BEECROFT NSW 2119
 - (5) Australian; and
 - (6) Master of Commerce (Major in Finance/Accounting)
2. Are you a *director* or alternate *director* of any other corporation which is publicly listed or traded or a partner in any partnership?
No.
3. Have you at any time been adjudged bankrupt in any jurisdiction?
No.
4. Have you at any time been a party to a scheme of arrangement or made any other form of composition with your creditors?
No.
5. Are there any unsatisfied judgements outstanding against you?
No.
6. Has any corporation been put into compulsory liquidation or had an administrator or an administrative or other receiver appointed during the period when you were (or within the preceding twelve months had been) one of its *directors* or alternate *directors*? Has any partnership been put into compulsory liquidation or been sequestrated during the period when you were (or within the preceding twelve months had been) one of its partners?
No.

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7. Have you at any time or has a corporation of which you were a director, shadow director or alternate director at the time of the offence been convicted in any jurisdiction of any criminal offence or an offence under legislation relating to companies. All such convictions must be disclosed even though they may now be "spent convictions".
No.
8. Have you, in connection with the formation or management of any corporation, partnership or unincorporated institution been adjudged by a court in any jurisdiction civilly liable for any fraud, misfeasance or other misconduct by you towards it or towards any of its members?
No.
9. Have you ever been disqualified by a court from acting as a director of a corporation, or from acting in the management or conduct of the affairs of any corporation?
No.
10. Have you, in any jurisdiction, been refused admission to or renewal of membership of any professional body, trade society, institution or association, or stock exchange or been censured or disciplined or had membership withdrawn by any such body to which you belong or belonged or have you held a practising certificate subject to conditions?
No.

I, **Joe Ching-Ping Gooi**, director of daVinci Funds Management Limited (the "*Issuer*") declare that to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case) the answers to all the above questions are true and I hereby give my authority (save where expressly provided otherwise) to the *Exchange* to disclose any of the foregoing particulars given by me to the sponsor of any corporation of which I am *director* and/or such regulatory bodies as the *Exchange* may, in its absolute discretion think fit.

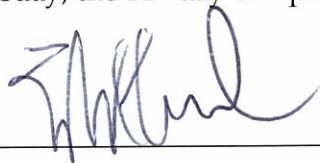
UNDERTAKING

I hereby undertake that in the exercise of my powers and duties as such a *director*, I shall:

- (1) comply to the best of my ability with the *Listing Rules* of the National Stock Exchange of Australia Limited from time to time in force and disclose to the *issuer* all information which the *issuer* needs in order to comply with its obligations to disclose *directors'* share interests;
- (2) use my best endeavours to procure that any alternate of mine shall so comply; and
- (3) use my best endeavours to ensure that the *issuer* complies with such *Listing Rules* from time to time in force.

Dated this Tuesday, the 14th day of April 2009

Signature: _____



Name: **Joe Gooi**

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