

HAMILTON SECURITIES LIMITED

ABN 59 138 270 201

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the eighth Annual General Meeting of Hamilton Securities Limited (“the Company”) will be held at Suite 11.02, Level 11, 37 Bligh Street, Sydney, New South Wales 2000 on 28 November 2017 at 4:00 pm.

BUSINESS

1. Financial Statements and Reports

To consider the Directors’ Report, Financial Statements and Independent Audit Report for the year ended 30 June 2017.

2. Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2017.

3. Re-election of Directors

- (a) Giles Craig retires by rotation in accordance with the provisions of the constitution and, being eligible, offers himself for re-election.
- (b) Frederick Woollard retires by rotation in accordance with the provisions of the constitution and, being eligible, offers himself for re-election.

4. Return of Capital

To consider, and if thought fit, to pass the following as an **ordinary resolution**:


“That for the purposes of Part 2J.1 of the *Corporations Act 2001 (Cth)*, and for all other purposes, approval is given for the share capital of the Company to be reduced by \$1,924,947.90, to be effected by the Company paying to each registered holder of fully paid ordinary shares in the Company as at 7.00pm on 6 December 2017 the sum of \$0.90 per fully paid ordinary share in the Company held by that holder at that time”.

5. General Business

To transact any other business which may be properly brought forward.

The company has determined that, for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the company’s register on 26 November 2017 at 4:00 pm.

By Order of the Board



Steven Pritchard
Director
27 October 2017

EXPLANATORY NOTES – BUSINESS OF THE MEETING

1. Financial Statements and Reports

During this item there will be an opportunity for shareholders to ask questions and comment on the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2017. No resolution is required to be passed on this matter.

2. Adoption of Remuneration Report

During this item there will be an opportunity for shareholders to comment on and ask questions about the Remuneration Report on page 5 of the company's Annual Report.

Note that the vote on this item is advisory only and does not bind the directors of the company.

3. Re-election of Directors

Mr Fred Woollard was appointed a director on the incorporation of the Company in 2009.

Mr Giles Craig was appointed as a director on the incorporation of the Company in 2009.

More information about the qualifications and experience of Mr Woollard and Mr Craig can be found in the Company's Annual Report.

Resolutions 3(a) and (b) will be ordinary resolutions which require at least 50% of all votes cast on each of the resolutions to be cast in favour of the resolution.

The quorum for Resolutions 3(a) and (b) will be three (3) members present personally or by proxy, attorney or representative.

4. Return of Capital

The Board considers that there are relatively few investment opportunities that suit the investment mandate of the Company and that the Company has capital that is surplus to requirements and should be returned to shareholders. Accordingly, the Company proposes to implement an equal capital reduction to return 90 cents per ordinary share to each holder of ordinary shares in the Company. The record date for determining entitlements to receive the return of capital is 7.00 pm on 6 December 2017.

The Capital return will involve returning a total of \$1,924,947.90 to shareholders.

As at 30 June 2017, the Company held cash of \$2,358,089, and the Company's total liabilities were \$25,827.

As at the date of this notice of meeting, the Company holds cash of \$2,231,675, and its liabilities are \$33,854.

Following the implementation of the capital reduction, the Company will hold cash of approximately \$272,873.

No adverse tax consequences are expected to arise for the Company from the capital return.

The Board considers that the reduction of capital is fair and reasonable to the Company's shareholders as a whole and does not materially prejudice the Company's ability to pay its creditors.

If the capital reduction is implemented, the exercise price of the options on issue will be adjusted from \$1.00 to \$0.10. There are 32,271 options on issue.

Taxation implications for shareholders arising from implementation of the proposed capital return will depend on the circumstances of each shareholder. Accordingly, shareholders are encouraged to seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers, employees or advisers assumes any liability or responsibility for advising shareholders members about the tax consequences for them from the proposed capital return.

Resolution 4 is proposed as an ordinary resolution.

The Company's directors unanimously recommend that shareholders vote in favour of the proposed reduction of capital. Each Director intends to vote all the Company's shares held or controlled by him in favour of the proposed reduction of capital.

Notes relating to proxies

1. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies (who need not be members of the company) to attend and vote in the member's place. Where a member appoints more than one representative, proxy or attorney, the appointees are entitled to vote on a poll but not on a show of hands.
2. A member who appoints two proxies may specify a proportion or number of the member's votes which each proxy is appointed to exercise. A single proxy exercises all the members votes.
3. Proxy forms may be delivered in person, by mail or by facsimile to the Company's registered office. Proxy forms must be completed, signed and received no later than 48 hours before the meeting.
4. The company's registered office details are as follows.

Hamilton Securities Limited
10 Murray Street,
HAMILTON NSW 2303

PO Box 413
HAMILTON NSW 2303

Telephone +61 2 4920 2877
Facsimile +61 2 4920 2878

HAMILTON SECURITIES LIMITED

ABN 59 138 270 201

Registered Office: 10 Murray Street, Hamilton, NSW 2303

Telephone 02 4920 2877 Facsimile 02 4920 2878

PROXY FORM

I/We

of

being a member of
Hamilton Securities
Limited hereby appoint

of

or in his/her absence

of

or in his/her absence, the Chairman of the Meeting, as my/our general/special proxy to vote on my/our behalf at the Annual General Meeting of the company to be held 28 November 2017 or at any adjournment of that meeting.

Signature of shareholder

Date

Unless otherwise instructed the proxy may vote as he or she thinks fit, or abstain from voting. If the chairman is appointed proxy, he will vote all undirected proxies in favour of all resolutions. Should the member wish to direct the proxy how to vote, the following should be completed.

Agenda item	FOR	AGAINST	ABSTAIN
2. Adoption of Remuneration Report (non-binding resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a) Re-election of Director – Giles Craig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) Re-election of Director – Frederick Woollard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Return of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>