



**ASIAN**  
MASTERS FUND  
LIMITED

ACN 127 927 584

REPLACEMENT PROSPECTUS FOR  
THE OFFER OF UP TO 18,000,000  
FULLY PAID ORDINARY SHARES  
TO RAISE UP TO A\$23,400,000

INVESTMENT MANAGER

**WALSH & COMPANY**

ASSET MANAGEMENT PTY LIMITED

WALSH & COMPANY  
ASSET MANAGEMENT PTY LIMITED

ABN 89 159 902 708

AFSL 450 257

THIS OFFER IS NOT UNDERWRITTEN

THIS REPLACEMENT PROSPECTUS IS  
DATED 22 JULY 2016 AND WAS LODGED  
WITH THE AUSTRALIAN SECURITIES  
& INVESTMENTS COMMISSION (ASIC)  
ON THAT DATE. IT REPLACES THE  
PROSPECTUS DATED 18 JULY 2016



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## IMPORTANT INFORMATION

### General

This replacement prospectus (Prospectus) is dated 22 July 2016 and was lodged with the Australian Securities & Investments Commission (ASIC) on that date. It replaces the Prospectus dated 18 July 2016. This Prospectus has been issued to remove certain comparison information, to remind investors that NTA information is calculated pre-tax net of all fees and costs, and to provide further information (including cross references to data in the Prospectus) on changes to the Company's NTA performance over time. None of ASIC, the ASX or any of their officers take any responsibility for the contents of this Prospectus.

This Prospectus was prepared and issued by Asian Masters Fund Limited (ACN 127 927 584) (Company).

This document is important and requires your immediate attention. It should be read in its entirety. You may wish to consult your professional advisor about its contents.

No Shares will be issued on the basis of this Prospectus later than the expiry date of this Prospectus, being the date 13 months after the date of this Prospectus.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained or taken to be contained in this Prospectus may not be relied on as having been authorised by the Company in connection with the Offer.

This Prospectus contains general financial and other information. It has not been prepared having regard to your investment objectives, financial situation or specific needs. It is important that you carefully read this Prospectus in its entirety before deciding to invest in the Company and, in particular, in considering this Prospectus, that you consider the risk factors that could affect the financial performance of the Company and your investment in the Company. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional advisor before deciding whether to invest.

### No guarantee

Neither the Company nor any other party makes any representation or gives any guarantee or assurance as to the performance or success of the Company, the rate of income or capital return from the Company or that there will be no capital loss or particular taxation consequence of investing in the Company. An investment in the Company does not represent a deposit or any other type of liability of the Company or any other party. An investment in the Company is subject to investment risk. These risks are discussed in Section 3 of this Prospectus.

### Prospectus for continuously quoted securities

This Prospectus is a transaction-specific prospectus for continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with Section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisors whom professional investors may consult.

### Restrictions on the distribution of this Prospectus

This Prospectus does not constitute an offer of Shares in any place in which, or to any person to whom, it would not be lawful to do so. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and any person into whose possession this Prospectus comes (including nominees, trustees or custodians) should seek advice on and observe those restrictions.

This document is not an offer or an invitation to acquire securities in any country. In particular, this document does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States of America (US) or to, or for the account or benefit of, any “US person” (US Person), as defined in Regulation S under the US Securities Act of 1933 (Securities Act).

This document may not be released or distributed in the US or to any US Person. Any securities described in this Prospectus have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the US, and may not be offered or sold in the US, or to, or for the account or benefit of, any US Person, except in a transaction exempt from, or not subject to, the registration requirements under the Securities Act.

#### Electronic Prospectus

An electronic version of this Prospectus is available from the Company’s website at [www.asianmastersfund.com.au](http://www.asianmastersfund.com.au). The Offer to which this Prospectus relates is available to persons receiving this Prospectus (electronically or otherwise) in Australia. It is not available to persons receiving it in any other jurisdiction.

If you download the electronic Prospectus, please ensure you have received the entire Prospectus accompanied by the Application Form. The Shares offered under the Offer to which the electronic Prospectus relates will only be issued on receipt of a printed copy of the Application Form or through the online application portal.

#### Copy of this Prospectus

The Company will give you a hard copy of this Prospectus free of charge if you ask during the Offer Period.

#### Quotation

The Company will apply to the ASX within seven days after the date of this Prospectus for the quotation of Shares issued under this Prospectus. See Section 2.7 for further details.

The fact that the Shares may be quoted on the ASX is not to be taken as an indication of the merits of the Company or the Shares. Neither the ASX nor its officers take any responsibility for the contents of this Prospectus.

#### Allotment

The Company will not allot Shares until permission has been granted for quotation of the Shares to be issued under this Prospectus unconditionally or on terms acceptable to the Company. It is expected that allotment of Shares will take place within seven Business Days after the end of the Application Deadline. See Section 2.4 for details of the allotment.

An Application constitutes an offer by the Applicant to subscribe for Shares on the terms and subject to the conditions set out in this Prospectus. Where the number of Shares allotted is less than the number applied for or where no allotment is made, the surplus Application Monies will be returned by cheque or direct deposit (where available) within seven days of the allotment of Shares for the Offer Period or, where no allotment is made, within seven days of the scheduled allotment of Shares for the Offer Period. Where the number of Shares allotted is fewer than the number applied for, surplus Application Monies, in excess of \$1.00, will be refunded without interest.

#### CHESS

The Company participates in the Clearing House Electronic Sub-register System known as CHESS. CHESS is operated by ASX Settlement Pty Limited (ASX Settlement) in accordance with the Listing Rules and the ASX Settlement Operating Rules. Under CHESS, the Company will not issue certificates to Investors who elect to hold their Shares on CHESS. After allotment of Shares, Shareholders will receive a CHESS statement. See Section 2.8 for further details.

## Taxation implications

Taxation implications of investing in the Company depend on each Investor's circumstances. The Company, its directors and officers and its advisors do not accept any responsibility or liability for any tax consequences. As a result, you should consult your own professional tax advisors before applying for Shares under the Offer.

## Application Form

Application for Shares under this Prospectus may be made:

- by completing the Application Form issued with, and attached to, this Prospectus in accordance with the instructions contained within the Application Form; or
- by completing the Application Form through the online portal at <http://www.asianmastersfund.com.au/wp-content/uploads/2016/07/Prospectus2016.pdf> and paying your Application Monies through BPAY.

Applications and Application Monies for Shares under the Offer received after 5.00pm (Sydney time) on the Closing Date will not be accepted and will be returned to Investors. For an online Application to be completed, you must submit your Application Monies via BPAY before 5.00pm (Sydney time) on 25 July 2016.

Interest will not be paid on Application Monies that are returned. Applications must be accompanied by payment in Australian currency. Cheque(s) or bank draft(s) in respect of paper Applications should be made payable to "Asian Masters Fund" and crossed "Not Negotiable". No brokerage or stamp duty are payable by Applicants.

The Company may scale-back Applications at its sole discretion.

Completed Application Forms, together with Application Monies (cheque or direct deposit confirmation), should be forwarded to one of the following addresses:

### Postal

Asian Masters Fund Offer  
c/- Walsh & Company  
PO Box 575  
Canberra ACT 2601

### Hand delivered

*Canberra*  
Asian Masters Fund Offer  
c/- Walsh & Company  
Level 1, 73 Northbourne Avenue  
Canberra ACT 2601

### *Sydney*

Asian Masters Fund Offer  
c/- Walsh & Company  
Level 15, 100 Pacific Highway  
North Sydney NSW 2060

### *Melbourne*

Asian Masters Fund Offer  
c/- Walsh & Company  
Level 2, 250 Victoria Parade  
East Melbourne VIC 3002

You do not need to return the Application Form if you have applied using the online Application Form.

Refer to Section 2.2 for further information.

When to apply

Completed Applications under the Offer during the Offer Period must be received by the Application Deadline. If any Application is received after the Application Deadline, it will not be processed and the Application Monies, in excess of \$1.00, will be returned without interest. The Company may close the Offer Period at any time without prior notice or extend the Offer Period in accordance with the Corporations Act and the Listing Rules.

The Company reserves the right to allocate any lesser number of Shares than those for which the Applicant has applied. Where the number of Shares allotted is fewer than the number applied for, surplus Application Monies, in excess of \$1.00, will be refunded without interest.

#### Intermediary authorisation

The Company does not hold an Australian Financial Services Licence (AFSL) under the Corporations Act. Accordingly, offers under this Prospectus will be made under an arrangement between the Company and holders of an AFSL (Licensees) under Section 911A(2)(b) of the Corporations Act. The Company will only authorise Licensees to make offers to people to arrange for the issue of Shares by the Company under this Prospectus and the Company will only issue Shares in accordance with such offers if they are accepted.

#### Forward looking statements

This Prospectus contains forward looking statements. Forward looking statements are not based on historical facts, but are based on current expectations of future results or events. These forward looking statements are subject to risks, uncertainties and assumptions which could cause actual results or events to differ materially from the expectations described in those forward looking statements. While the Company believes that the expectations reflected in the forward looking statements in this Prospectus are reasonable, no assurance can be given that such expectations will prove to be correct. The risk factors set out in Section 3, as well as other matters as yet not known to the Company or not currently considered material by the Company, may cause actual results or events to be materially different from those expressed, implied or projected in any forward looking statements. Any forward looking statement contained in this Prospectus is qualified by this cautionary statement.

#### Currency of information

Unless otherwise stated, information in this Prospectus is current as at 18 July 2016.

#### Enquiries

Applicants with enquiries concerning the Application Form or this Prospectus and the Offer should contact the Company on 1300 454 801.

#### Glossary of terms

Defined terms and abbreviations included in the text of this Prospectus are set out in the Glossary in Section 8.



## CHAIRMAN'S LETTER

It is our pleasure to invite you to invest in Asian Masters Fund Limited (Company).

In December 2007, the Company was established as a listed investment company to provide investors with access to Asian equities investments. The Company's differentiated investment management model combines the Investment Manager's internal investment professionals, an expert majority-independent Board of Directors, and external specialist regional and country fund managers, providing access to Asian (ex-Japan) investment funds and companies generally not available to Australian retail investors. Asian (ex-Japan) equities are broadly defined as Asian equity markets excluding Japan, and comprise countries such as China, India, Korea and Taiwan.

The Company has assembled a portfolio of Asian market investments that provides exposure across a number of markets including China, India, Korea, Taiwan, Hong Kong, Vietnam, Singapore, Thailand, Indonesia and the Philippines. See Section 4 for further details of the Company's current portfolio (Portfolio) and its indicative look-through country, region and sector allocation mix.

The Company is index agnostic, targeting investments in those Asian markets in which the Investment Manager sees the greatest opportunities. This approach provides the Company with flexibility in constructing its Portfolio, allowing the Investment Manager to focus on generating returns through country allocation and manager selection rather than individual security selection. As a result, over 50% of the Portfolio's current underlying holdings are not represented in the MSCI AC Asia ex Japan Index (Index)<sup>1</sup>, providing investors with a unique, highly diversified exposure to Asian equities markets.

The Company has performed strongly since launch. From inception to 30 June 2016, the Company's net tangible assets (NTA) including distributions has increased by 51.3%<sup>2</sup>, or 4.9% p.a., outperforming the Index by 34.3%<sup>3</sup>, or 3.1% p.a. As at 30 June 2016, the Company's estimated NTA was \$1.24 per Share. Investors are reminded that past performance is no guarantee of future performance. NTA is calculated pre-tax, net of all fees and costs.

The 4.9% p.a. amount referred to above is an annualised amount based on the increase in NTA since 3 December 2007 and does not reflect the performance in any particular financial year. Like the markets in which the Company indirectly invests, the NTA of the Company is subject to volatility. By way of example, the maximum increase in NTA achieved by the Company in any financial year since inception was 42.9% (FY2015) and the maximum decrease in NTA was 10.5% (FY2016). See the graph on page 31 for more information on the fluctuation in NTA of the Company since inception of the Company and the change in the MSCI AC Asia ex Japan Index for the corresponding period.

### Rationale for the Offer

The Directors continue to believe strongly in the case for investing in Asian markets. These markets continue to offer an opportunity to invest in countries that are growing faster than developed markets, experiencing rapid structural changes, and, in many cases, are joining the global capital markets for the first time.

To take advantage of these opportunities, the Company intends to undertake a placement of up to 18,000,000 fully paid ordinary shares (the Offer) at an Application Price of \$1.30. The Offer opens at 10.00am (Sydney time) 18 July 2016 and is expected to close at 5.00pm (Sydney time) 25 July 2016. The Offer is open to new investors as well as existing shareholders.

The proceeds of the Offer will be used by the Company to gain further access to investment securities and managers specialising in Asian equities investments.

The capital raising will also allow the Company to further diversify the Portfolio, provide the Company greater bargaining power in its dealings with underlying funds, reduce administrative overheads per Share by spreading those costs over a larger base and, over time, may enhance liquidity in the secondary market.

1. MSCI has not provided consent to the inclusion of trading and index data attributed to it in this Prospectus.

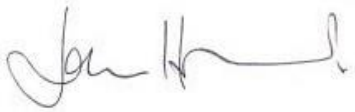
2. Inception 3 December 2007, including gross dividends reinvested, based on the initial NTA post initial public offer costs.

3. Total return (including gross dividends reinvested).

Like all investments, an investment in the Company carries risk. The investment universe available to the Company is wide and the markets in which investments are made are diverse. It is particularly important potential investors carefully review the risks associated with an investment in the Company including Asian equity market risks, underlying investment manager risks, the risks of a broad investment mandate and a multi-manager strategy, as well as more general risks associated with investing in Asian markets. These are set out in detail in Section 3 of this Prospectus.

We believe the multi-manager approach adopted by the Company is ideal for investing in Asian markets; it allows us to express investment views on both countries and sectors and allows us to select managers who know the local markets intimately and who we believe will provide the best outcomes in each market. The Company provides investors with access to the Company's and the Investment Manager's global network of specialist managers – managers with local insights and on-the-ground expertise – and our highly experienced, majority independent Board of Directors including an independent Chairman. We believe the Company is very well placed to take advantage of the key trends in Asian markets.

Yours faithfully

A handwritten signature in dark ink, appearing to read 'John Holland', is positioned above a horizontal line.

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John Holland  
Chairman of Board of Directors

## KEY DATES AND OFFER STATISTICS

The Company proposes to offer up to 18,000,000 Shares under this Prospectus. The amount to be raised under the Offer will be approximately \$23.4 million.

The Offer will be open from 18 July 2016 and is expected to close on 25 July 2016 (Offer Period). The period may be longer as determined by the Company in its sole discretion.

The Application Price for Applications received in the Offer Period is \$1.30 per Share.

The proceeds of the Offer will be used by the Company to gain further access to leading Asian equities fund managers, which in turn invest in listed securities in Asia, or securities of entities that derive the majority of their business from Asia.

The capital raising will also allow the Company to further diversify the Portfolio, provide the Company greater bargaining power in its dealings with underlying funds, reduce administrative overheads per Share by spreading those costs over a larger base and, over time, may enhance liquidity in the secondary market.

The offer of up to 18,000,000 Shares under the Offer is not subject to Shareholder approval.

### KEY DATES

Date of Prospectus	18 July 2016
Opening date	10.00am (Sydney time) 18 July 2016
Closing date (Application Deadline)	5.00pm (Sydney time) 25 July 2016
Allotment of Shares	3 August 2016
Despatch of holding statements	8 August 2016
Trading of Offer Shares expected to commence	11 August 2016

The dates are indicative only and may vary subject to the requirements of the Listing Rules and the Corporations Act. The Company may vary the dates and times of any part of the Offer (including closing the Offer early) without notice. Accordingly, Investors are encouraged to submit their Applications as early as possible.

### OFFER STATISTICS

Application Price – Offer Period	\$1.30
ASX ticker	AUF
Minimum Application	\$2,000.70 (equating to 1,539 Shares)
Maximum number of Shares to be issued <sup>1</sup>	18,000,000
Total Shares on issue if maximum number of Shares are issued	139,442,386
30 June 2016 NTA (pre-tax unaudited) reported by the Company on 12 July 2016	\$1.24
Estimated (pre-tax unaudited) NTA as at 15 July 2016 <sup>2</sup> (on the Business Day immediately prior to the date of this Prospectus)	\$1.26

1. There is no minimum offer size.

2. Based on the latest fund manager estimates available and adjusted by relevant index movements where the Company deems appropriate.

## 1. SUMMARY OF THE OFFER

### ABOUT THE OFFER

QUESTION	SUMMARY	MORE INFORMATION
Who is the issuer of this Prospectus and the Shares?	This Prospectus is issued by Asian Masters Fund Limited (Company).	
What is the Offer?	The Offer is an offer of up to 18,000,000 Shares at the Application Price.	Section 2.1
What is the Application Price?	The Application Price per Share is \$1.30.	Section 2.3
When is the Offer Period?	<p>The Offer will open on 18 July 2016 and is expected to close on 25 July 2016.</p> <p>The Company will only accept Applications and Application Monies during the Offer Period.</p>	Section 2.2
What is the purpose of the Offer?	The Company is seeking to raise capital to invest further in selected Asian equities fund managers investing either in listed securities in Asia, or securities of entities that derive the majority of their business from Asia.	
Is there a cooling-off period?	No, there is no cooling-off period for Investors. This means that once you have submitted an Application Form you will not be able to withdraw your Application, other than as permitted by the Corporations Act. However, you will be able to offer your Shares for sale on the ASX once your Shares are allotted.	Section 2.10
How do Investors obtain further information?	<p>Please contact the Company on 1300 454 801 or visit the website at <a href="http://www.asianmastersfund.com.au">www.asianmastersfund.com.au</a> if you have questions relating to the Offer.</p> <p>If you are uncertain about whether an investment in the Company is suitable for you, please contact your stockbroker, financial advisor, accountant, lawyer and/or other professional advisor.</p>	

## ABOUT THE COMPANY

QUESTION	SUMMARY	MORE INFORMATION
What is the investment approach of the Company?	Asian Masters Fund Limited (Company) is an ASX listed investment company. It primarily employs a multi-manager style of investment.	Section 5.3
What does the Company invest in?	<p>The Company will continue its investment strategy and intends to use the net proceeds of the Offer to invest in selected fund managers specialising in the Asian equities asset class. The investment strategy is consistent with the strategy employed by the Investment Manager since the Company's initial public offering in 2007.</p> <p>Until the Investment Manager identifies opportunities for investment, funds raised will be invested by the Company in cash, cash equivalents and interests in cash management trusts.</p>	Sections 4 and 5.4
What are the Company's investment objectives?	The investment objectives of the Company are to achieve a high real rate of return on invested capital within the risk parameters acceptable to the Directors and to maintain long-term exposure to Asia while maintaining broad diversification.	Section 5.2
What are the key risks associated with investing in the Company?	<ul style="list-style-type: none"> <li>Asian equity markets: the Company invests (through underlying funds) in markets that may differ to the Australian equity market. These differences include, but are not limited to, higher market volatility, lower quality corporate governance standards and lower quality corporate data. The performance of investment by underlying funds may not efficiently reflect the actual performance of the entity in which the underlying fund has invested. Asian equity markets have been subject to higher market volatility than the Australian equity market and substantial fluctuations in liquidity.</li> <li>Underlying investment managers: the Company invests in a number of underlying funds; there is a risk that the investment managers of those funds may not be able to achieve the stated aims and objectives for their funds or that an underlying manager selected by the Investment Manager may cease to manage a particular underlying fund.</li> <li>Broad investment mandate: the Company has a broad investment mandate and there are limited restrictions regarding the specific Asian market securities in which the Company may invest, and the sector or industry or the type of underlying funds that may be included in the Portfolio.</li> <li>Market factors: investment returns are influenced by market factors, both in Australia and internationally. In particular, the market prices for many listed entities have in recent times experienced wide fluctuations, which in many cases may reflect a diverse range of non-entity specific influences.</li> <li>Liquidity: the Company is a listed entity on the ASX. The ability to buy or sell Shares is a function of the turnover of the Company's Shares at the time of purchase or sale.</li> </ul>	Section 3.1

QUESTION	SUMMARY	MORE INFORMATION
	<p>Since listing in 2007, the trading of the Company's Shares on the ASX has been relatively illiquid.</p> <ul style="list-style-type: none"> <li>• Potential for increased costs: the multi-manager investment strategy may result in the Company paying a higher level of fees than if the Company invested directly in the assets held by the underlying funds, as fees are payable at two separate levels of management.</li> <li>• Key person: the performance of the Company's investments is dependent on both the selection of underlying fund managers by the Company and the selection of investments by these underlying fund managers. Accordingly, the Company is indirectly exposed to the risk that key individuals employed by underlying managers, the Investment Manager and the Board are no longer able to fulfil their obligations.</li> </ul>	
What is the Company's dividend policy?	<p>The Board regularly reviews the suitability of declaring dividends.</p> <p>Historically, the Company has paid semi-annual dividends.</p>	Section 5.9
What are the key metrics about the Company's financial position and performance?	<p>The Company listed on the ASX in December 2007 at \$1.00 per Share and the closing price of its Shares on the last trading day before the date of this Prospectus was \$1.28. The Company had an estimated NTA (pre-tax unaudited) as at 15 July 2016 of \$1.26. Since inception, the Company has paid a total of 13.7 cents dividends per Share (not including franking) or 15.7 cents dividends per Share (including franking).</p> <p>Since inception to 30 June 2016, the Company has delivered an NTA total return of 51.3%.<sup>4</sup></p> <p>The NTA of the Company as at 30 June 2016 was \$1.24.</p> <p>Investors are reminded that the NTA of the Company, being the pre-tax net asset position of the Company, may increase or decrease in any year; see the graph on page 31 for details. Investors are also reminded that, like all companies, the Company may make a profit or a loss in a financial year and that management fees are payable to the Investment Manager irrespective of whether the Company experiences an increase or decrease in its NTA or achieves a profit or suffers a loss.</p>	Section 5.10
What is the Company's foreign exchange hedging policy?	<p>The Company does not undertake hedging of its foreign currency exchange risk exposure arising from commercial transactions. There is a risk that the currency in which the Company's investments are denominated changes in value relative to the Australian dollar, and the Australian dollar value of the investment will change.</p> <p>Underlying funds in which the Company invests may hedge their foreign currency exposure from time to time. As the Company will not hold a majority interest in these funds, it will not be in a position to exercise any control over that hedging.</p>	Section 5.8

5. Inception 3 December 2007, including gross dividends reinvested, based on the initial NTA post initial public offer costs

QUESTION	SUMMARY	MORE INFORMATION
Does the Company undertake borrowings?	<p>The Company does not currently intend to gear the Portfolio. Circumstances may occur whereby short-term borrowing is deemed beneficial and, should this eventuate, the Company may borrow.</p> <p>The Company intends that borrowing and non-debt liabilities will be limited to 10% of the gross tangible assets of the Company.</p> <p>Underlying funds in which the Company invests may borrow from time to time. As the Company will not hold a majority interest in these funds, it will not be in a position to exercise any control over such borrowings.</p>	Section 5.11
Does the Company use short selling or derivatives?	The Company does not currently trade in derivatives or engage in short selling. Underlying funds in which the Company invests may trade in derivatives or engage in short selling from time to time. As the Company will not hold a majority interest in these funds, it will not be in a position to exercise any control over such trading.	
What is the investment term?	The Company does not have a set investment term. However, because of the nature of the underlying investments in Asian market securities, an investment in the Company should be viewed as long-term in nature, with a term of at least five years.	
What are the potential tax implications of the Company?	<p>There are potential tax implications for Investors with respect to an investment in the Company.</p> <p>Investors should seek independent tax advice based on their specific circumstances before making a decision to invest in the Company.</p>	
Who has an interest in the Company?	Two of the Directors hold purchased Shares either directly or indirectly, and three of the Directors are remunerated for their services as a Director.	Sections 7.5 and 7.7
Who has an interest in the Offer?	<p>Under a management agreement between the Company and the Investment Manager, the Company pays the Investment Manager a management fee of 1.1% (inclusive of GST) per annum of the value of the Portfolio, payable monthly in arrears.</p> <p>Alex MacLachlan and Max Walsh each have indirect interests in the Investment Manager and Dixon Advisory &amp; Superannuation Services Limited (who may receive a handling fee), through their shareholdings in other entities within the Dixon Advisory Group, of which the Investment Manager and Dixon Advisory &amp; Superannuation Services Limited are subsidiaries.</p>	

## MANAGEMENT OF THE COMPANY

QUESTION	SUMMARY	MORE INFORMATION
Who are the Directors of the Company?	<p>The Board of Directors of the Company comprises:</p> <ul style="list-style-type: none"> <li>• John Holland – Chairman</li> <li>• Maximilian Walsh</li> <li>• Alexander MacLachlan</li> <li>• June Aitken</li> <li>• Christopher Lee</li> </ul> <p>An outline of the experience of each member of the Board is set out in Section 7.1 of this Prospectus.</p>	Section 7.1
Who is the Investment Manager?	<p>Walsh &amp; Company Asset Management Pty Limited is the Investment Manager of the Company. The Investment Manager operates under AFSL 450 257. Alex MacLachlan is also a director of the Investment Manager.</p> <p>The Investment Manager is also the intermediary the Company has authorised to make offers to people to arrange for the issue of Shares, under Section 911A(2)(b) of the Corporations Act.</p>	
What is the term of the investment management agreement?	<p>The Investment Manager has a management agreement with the Company which has a term of five years, expiring on 8 December 2019. The management agreement is automatically extended upon the expiry of the initial term for a further term of five years, and if not terminated earlier, on each subsequent fifth anniversary of the expiry of the initial term.</p> <p>The management agreement may be terminated early in certain limited circumstances including where there is a material unrectified breach of the agreement and the occurrence of an insolvency event with respect to a party.</p> <p>In the event that the management agreement is terminated early by Shareholder resolution, termination fees are payable to the Investment Manager.</p> <p>The management agreement was released in full via ASX announcement on 8 December 2014.</p>	
Who are the key persons of the Investment Manager?	<p>The key persons of the Investment Manager with the primary responsibility for the Portfolio of the Company are James Brown and Alex MacLachlan.</p> <p>An outline of the experience of each of Alex and James is set out in Section 7.1 and 7.2 of this Prospectus.</p>	



## INVESTING IN THE COMPANY

QUESTION	SUMMARY	MORE INFORMATION
Who can participate in the Offer?	Only Investors with a registered address in Australia or such other place in which, or to any person to whom, the Company determines it would be lawful to make such an offer.	Sections 2.9
Can superannuation funds invest?	Superannuation funds can invest subject to the investment mandate of the particular fund and the trustee's general powers and duties.	
How do investors apply for Shares?	The procedures for making an investment in the Company are described in Section 2 of this Prospectus. The Company may be required to obtain identification information from Applicants. The Company reserves the right to reject an Application if that information is not provided upon request.	Section 2
What are the fees and costs of the Offer?	<p>The Company will pay a handling fee of 1.65% (inclusive of GST) to Licensees of funds raised under the Offer from Applicants introduced to the Offer by those Licensees. Licensees include, but are not limited to, Dixon Advisory &amp; Superannuation Services Limited, a related entity of the Investment Manager.</p> <p>The Investment Manager will receive a structuring fee of 1.65% (inclusive of GST) of the funds raised under the Offer. In addition to the structuring and handling fee, expenses incurred in connection with the Offer, such as ASX fees, advisory fees and legal, accounting and other associated costs will be borne by the Company. Total expenses based on the issue of 18,000,000 Shares under the Offer equate to approximately \$92,000 (inclusive of GST).</p>	Sections 7.3 and 7.12
What are the ongoing fees and costs payable by the Company?	<p>The fee payable by the Company to the Investment Manager is a management fee of 1.1% per annum (inclusive of GST) of the value of the Portfolio of the Company, payable monthly in arrears.</p> <p>The Company is responsible for ongoing expenses such as registry services, ASX fees, investor communications, taxes and bank fees, preparation of financial statements and tax returns, audit, legal, insurance and compliance costs and other expenses.</p> <p>Fees may also be charged by managers of funds in which the Company invests.</p>	
What are the rights of new Shares?	New Shares issued under the Offer will rank equally from their date of issue with existing Shares.	Section 7.10
Is the Offer underwritten?	The Offer is not underwritten.	Section 2.6

## 2. DETAILS OF THE OFFER

### 2.1. THE OFFER

Asian Masters Fund Limited (Company) is the issuer of Shares under this Prospectus. The Company will offer for subscription a maximum number of 18,000,000 Shares under the Offer.

The Offer is made only to Investors with a registered address in Australia or such other place in which, or to any person to whom, the Company determines it would be lawful to make the Offer.

The Offer does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Where the Prospectus is received by Investors domiciled outside Australia and where the respective country's securities code and/or legislation prohibits or restricts in any way the making of the offers contemplated by the Prospectus, those investors receive the Prospectus for information purposes only. Return of a duly completed Application Form or online Application Form will be taken by the Company to constitute a representation that there has been no breach of such regulations.

The Offer Period will commence on 18 July 2016 and is expected to close on 25 July 2016.

### 2.2. APPLICATIONS

You can apply for Shares under this Prospectus at any time during the Offer Period.

There is no limit to the number of Applications you may make under the Offer. A minimum application amount of \$2,000.70 (1,539 Shares) applies to each Application, but there is no minimum size requirement for the Offer.

The cut-off time for Applications is 5.00pm (Sydney time) on the last day of the Offer Period (Application Deadline). If any Application is received after the Application Deadline, it will not be processed, and it and the Application Monies will be returned without interest.

You must use the Application Form issued with, and attached to, this Prospectus or the online Application Form in accordance with the instructions provided. The Company may scale-back Applications at its sole discretion.

### 2.3. APPLICATION PRICE

The Application Price for Applications received in the Offer Period will be \$1.30 per Share.

### 2.4. ALLOTMENT

It is expected that Allotment of the Shares under the Offer will take place within seven Business Days after the Application Deadline.

Application Monies will be held in a separate account until Allotment. This account will be established and kept by a related entity of the Investment Manager on behalf of the Applicants. The Company may retain any interest earned on the Application Monies held on behalf of the Company pending the issue of Shares to successful Investors.

The Application constitutes an offer by the Applicant to subscribe for Shares on the terms and subject to the conditions set out in this Prospectus. Where an Application has been received before the Application Deadline and the number of Shares allotted is less than the number applied for, or where no Allotment is made, the surplus Application Monies, in excess of \$1.00, will be returned by cheque or direct deposit (where available) as soon as practicable after the Allotment date. Interest will not be paid on refunded Application Monies to Applicants.

### 2.5. RETURN OF COMPLETED APPLICATION FORMS

You can apply for Shares under this Prospectus at any time during the Offer Period. The Offer Period commence at 9.00am (Sydney time), 18 July 2016 and is expected to close at 5.00pm (Sydney time)

25 July 2016. If any Application is received after the Application Deadline, it will not be processed, and the Application Monies, in excess of \$1.00, will be returned without interest.

Applications for Shares under the Offer may be made:

- by completing the Application Form attached to and accompanying this Prospectus in accordance with the instructions provided; or
- by completing the Application Form through the online portal at [www.asianmastersfund.com.au](http://www.asianmastersfund.com.au) and paying your Application Monies through BPAY.

By making an Application, you declare that you were given this Prospectus together with an Application Form. The Corporations Act prohibits any person from passing the Application Form to another person unless it is attached to, or accompanied by, this Prospectus in its paper copy form or the complete unaltered electronic version of this Prospectus.

The Company may scale-back Applications at its sole discretion.

#### POSTAL

Asian Masters Fund Offer  
c/- Walsh & Company  
PO Box 575  
Canberra ACT 2601

#### HAND DELIVERED

Canberra  
Asian Masters Fund Offer  
c/- Walsh & Company  
Level 1, 73 Northbourne Avenue  
Canberra ACT 2600

Sydney  
Asian Masters Fund Offer  
c/- Walsh & Company  
Level 15, 100 Pacific Highway  
North Sydney NSW 2060

Melbourne  
Asian Masters Fund Offer  
c/- Walsh & Company  
Level 2, 250 Victoria Parade  
East Melbourne VIC 3002

You do not need to return the Application Form if you have applied using the online Application Form. For an online Application to be complete, you must submit your Application Monies via BPAY before the Application Deadline. The Application Deadline for the Offer is 5.00pm (Sydney time) on 25 July 2016.

#### *Payment by cheque or bank draft*

Cheque(s) and bank draft(s) must be drawn on an Australian branch of a financial institution and made payable to "Asian Masters Fund" and crossed "Not Negotiable". Payments by cheque will be deemed to have been made when the cheque is honoured by the bank on which it is drawn. Accordingly, Applicants should ensure that sufficient funds are held in the relevant account(s) to cover your cheque(s). If the amounts of your cheque(s) or bank draft(s) for Application Monies (or the amount for which those cheques clear in time for the allocation) is insufficient to pay for the amount you have applied for in your Application Form, you may be taken to have applied for such lower amount as your cleared Application Monies will pay for (and to have specified that amount on your Application Form) or your Application may be rejected and any cleared Application Monies, in excess of \$1.00, returned via cheque or direct deposit (where available).

*Payment by BPAY*

You may apply for Shares under the Offer online and pay your Application Monies by BPAY. Applicants wishing to pay by BPAY should complete the online Application Form accompanying the electronic version of this Prospectus which is available at [www.asianmastersfund.com.au](http://www.asianmastersfund.com.au) and follow the instructions on the online Application Form (which includes the Biller Code and your unique Customer Reference Number (CRN)). You do not need to complete and return a paper Application Form if you pay by BPAY.

You should be aware that you will only be able to make a payment via BPAY if you are a holder of an account with an Australian Financial Institution which supports BPAY transactions.

When completing your BPAY payment, please make sure you use the specific Biller Code and your unique CRN provided on the online Application Form. If you do not use your CRN, provided during the online Application process, your Application will not be recognised as valid. It is your responsibility to ensure that payments are received by the Application Deadline. The Application Deadline for the Offer is 5.00pm (Sydney time) on 25 July 2016. Your bank, credit union or building society may impose a limit on the amount which you can transact on BPAY, and policies with respect to processing BPAY transactions may vary between banks, credit unions or building societies. The Company accepts no responsibility for any failure to receive Application Monies or payments by BPAY before the Application Deadline, arising as a result of, among other things, processing of payments by financial institutions.

A binding contract to issue Shares will only be formed at the time Shares are allotted to Applicants.

Application Forms may be accepted at any time during the Offer Period.

The Company may vary the dates and times of the Offer (including closing the Offer early) at any time without notice in accordance with the Listing Rules and the Corporations Act.

There is no cooling-off period for Investors. This means that once you have submitted your Application Form you will not be able to withdraw your Application, other than as permitted by the Corporations Act.

## 2.6. OFFER NOT UNDERWRITTEN

The Offer is not underwritten.

## 2.7. QUOTATION

The Company will apply to the ASX within seven days after the date of this Prospectus for the quotation of all Shares to be issued under this Prospectus.

The fact that the Shares may be quoted on the ASX is not to be taken as an indication of the merits of the Company or the Shares. Neither the ASX nor its officers take any responsibility for the contents of this Prospectus. If granted admission to the ASX, quotation will commence as soon as practicable after holding statements are despatched.

The Company does not intend to allot any Shares unless, and until, they have been granted permission to be quoted on the ASX. If permission is not granted by the ASX for the quotation of any Shares by the date three months after the date of this Prospectus, in the case of the Offer Period (or such later date permitted by the Corporations Act or with the consent of ASIC), all Application Monies, in excess of \$1.00, received in relation to those Shares will be refunded in full (without interest) to the relevant Applicants as soon as practicable.

## 2.8. CHESS

The Company currently participates in the Clearing House Electronic Sub-register System (CHES). CHES is operated by ASX Settlements Pty Limited in accordance with the Listing Rules and the ASX Settlement Operating Rules. The Company operates an electronic issuer-sponsored sub-register and an electronic sub-register. The two sub-registers together make up the principal register of Shares. Under CHES, the Company will not issue certificates to Shareholders. After allotment of Shares, Shareholders will receive a CHES statement.

CHESS statements, which are similar to bank account statements, will set out the number of Shares allotted to each Shareholder pursuant to this Prospectus. The statement will also advise holders of their holder identification or security reference number and explain, for future reference, the sale and purchase procedures under CHESS. Further CHESS statements, which reflect any changes in their Shareholding in the Company during a particular month, will be provided to Shareholders.

## 2.9. OVERSEAS SHAREHOLDERS

Only members of the general public who have a registered address in Australia can participate in the Offer. The Offer does not constitute an offer in any place in which, or to any person to whom, it would be unlawful to make such an offer. Where this Prospectus is received by investors domiciled outside Australia and where the respective country's securities code and/or legislation prohibits or restricts in any way the making of the offer contemplated by this Prospectus, those investors receive this Prospectus for information purposes only. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of such regulations. It is the Company's intention, and, to the extent within its control, the Company shall use its commercially reasonable efforts to ensure that the Shares will not be resold, whether through the ASX or otherwise, to any persons, including US Persons (as defined below), other than members of the general public who have a registered address in Australia.

This document is not an offer or an invitation to acquire securities in any country. In particular, this document does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the US or to, or for the account or benefit of, any "US person" (US Person), as defined in Regulation S under the US Securities Act of 1933 (Securities Act).

This document may not be released or distributed in the US or to any US Person. Any securities described in this Prospectus have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the US, and may not be offered or sold in the US, or to, or for the account or benefit of, any US Person, except in a transaction exempt from, or not subject to, the registration requirements under the Securities Act.

## 2.10. COOLING-OFF PERIOD

There is no cooling-off period for Investors. This means that once you have submitted an Application Form you will not be able to withdraw your Application, other than as permitted by the Corporations Act. However, you will be able to offer your Shares for sale on the market, once the Shares to be issued pursuant to this Prospectus are quoted on the ASX.

## 2.11. PRIVACY

When you apply to invest in the Company, you acknowledge and agree that:

- (a) You are required to provide the Company with certain personal information to:
  - (i) facilitate the assessment of an Application;
  - (ii) enable the Company to assess the needs of Applicants and provide appropriate facilities and services for Applicants; and
  - (iii) carry out appropriate administration.
- (b) The Company may be required to disclose this information to:
  - (i) third parties who carry out functions on behalf of the Company on a confidential basis;
  - (ii) third parties if that disclosure is required by law; and
  - (iii) related bodies corporate (as that term is defined in the Corporations Act) which carry out functions on behalf of the Company.

Under the Privacy Act 1988 (as amended), Applicants may request access to their personal information held by (or on behalf of) the Company. Applicants may request access to personal information by telephoning or writing to the Company.

## 2.12. ANTI-MONEY LAUNDERING/COUNTER-TERRORISM FINANCING ACT 2006

The Company may be required under the Anti-Money Laundering/Counter-Terrorism Financing Act 2006 (Cth) or any other law to obtain identification information from Applicants. The Company reserves the right to reject any Application from an Applicant who fails to provide the required identification information upon request.

### 2.13. FOREIGN ACCOUNT TAX COMPLIANCE

The Foreign Account Tax Compliance Act (FATCA) is a United States (US) tax law aimed at financial institutions and other financial intermediaries to prevent tax evasion by US citizens and US tax residents through use of non-US investments or accounts. The FATCA provisions were included in the HIRE Act which was signed into US law on 18 March 2010.

Australia has signed an intergovernmental agreement (IGA) with the US to implement FATCA in Australia. The FATCA provisions were introduced as Division 396 in Schedule 1 of the Taxation Administration Act 1953 (Cth), to be administered by the Australian Taxation Office (ATO). Under the IGA, Reporting Australian Financial Institutions will have identification and reporting obligations under FATCA.

This Company is a Reporting Australian Financial Institution under the IGA. The Company intends to fully comply with the Company's FATCA obligations as determined by the FATCA regulation, the IGA and any associated guidance from the ATO. These obligations include (but are not limited to) the Company identifying and documenting the status of the investor in the Company as either a US person, US controlled entity or a non-complying FATCA financial institution. The Company is then obligated by law to report certain information on applicable investors to the ATO which will in turn report this information to the US Internal Revenue Service.

In order for the Company to comply with its FATCA obligations, the Company will be obligated to request certain information from its investors. Certain information collected will be reported to the ATO which will in turn report the information to the US Internal Revenue Service.

The Company is not liable for any loss an investor may suffer as a result of the Company's compliance with FATCA.

This information is of a general nature only. Please consult your tax advisor should you wish to understand the implications of FATCA on your particular circumstances.

### 3. RISKS

Prior to investing, you should consider the risks involved in investing in the Company and whether the Company is appropriate for your objectives and financial circumstances. Some of the risks are outside the control of the Company and you should read this Prospectus in its entirety to fully understand the risks associated with an investment in the Company.

This Prospectus contains forward looking statements based on certain assumptions that are inherently uncertain. Actual events and results of the Company's operations could differ materially from those anticipated. Some of the risks may be mitigated by the use of safeguards and appropriate systems and actions, but some are outside the control of the Company and cannot be mitigated.

The Company does not guarantee any rate of return in terms of income or capital or investment performance of the Company. The value of the Shares is expected to reflect the performance of the investments made by the Company and current market conditions. There can be no certainty that the Company will generate returns or distributions to the satisfaction of the Investor.

Investors can undertake several steps to help minimise the impact of risk. First, seek professional advice suited to your personal investment objectives, financial situation and particular needs. Nothing in this Prospectus can replace or offer professional financial advice. Second, invest for at least the timeframe recommended by your professional advisor.

#### 3.1. SPECIFIC RISKS ASSOCIATED WITH AN INVESTMENT IN THE COMPANY

As the Company is an Asian equities focused investment company that employs a multi-manager style of investment, it is exposed to risks particular to this type of company and style of investment. These risks include the following:

##### *(a) Asian equity markets risk*

The Asian equity markets in which the Company invests (through underlying funds) may differ to the Australian equity market. These differences include, but are not limited to, higher market volatility, lower quality corporate governance standards and lower quality corporate data. The performance of investments by underlying funds may not efficiently reflect the actual performance of the entity in which the underlying fund has invested. Asian equity markets have historically been subject to higher market volatility than the Australian equity market and substantial fluctuations in liquidity. Businesses within some Asian markets may not have a long history of operating within a market-orientated economy and may have a lack of management experience, governance structure, modern technology, and sufficient capital base with which to develop their operations, and may be more susceptible to fraudulent activity.

##### *(b) Underlying investment manager risk*

As the Company invests in a number of underlying funds, there is a risk that the investment managers of those funds may not be able to achieve the stated aims and objectives for their funds or that an underlying manager selected by the Investment Manager may cease to manage a particular underlying fund.

##### *(c) Broad investment mandate*

The Company has a broad investment mandate and there are limited restrictions regarding the specific Asian market securities in which the Company may invest, and the sector or industry or the type of underlying funds that may be included in the Portfolio or by the underlying managers. Underlying funds may also have very broad investment mandates, with limited restrictions on the type of securities in which they invest. This may result in underlying managers having investments in derivative securities, unlisted securities, short positions or leveraged investments. Accordingly, it may be difficult for investors to assess the risks associated with the type of underlying investments that may be made by the Company. The current Portfolio of the Company including geographic exposures is provided in Section 4 of this Prospectus. The allocation of the Portfolio may change at the discretion of the Company and the Board. Quarterly updates, including Portfolio updates, are provided on the ASX Company Announcements Platform and the Company's website.

##### *(d) Liquidity risk*

The Company is a listed entity on the ASX. The ability to buy or sell Shares is a function of the turnover of the Company's Shares at the time of purchase or sale. Turnover itself is a function of the size of the Company and also the cumulative investment intentions of all current and possible investors in the Company at any one point in time. The Share price of the Company may not equal the underlying value of the Company, as reflected in its NTA per Share. The Shares may trade on the ASX at a price above (at a premium) or below (at a discount) to the Company's NTA per Share, over a short or long term. Since listing in 2007, the trading of the Company's Shares on the ASX has been relatively illiquid.

*(e) Increased costs*

The multi-manager style of investment may result in the Company paying a higher level of fees than if the Company invested directly in the assets held by the underlying funds.

*(f) Key person risk*

The performance of the Company's investments is dependent on both the selection of underlying fund managers by the Company and the selection of investments by these underlying fund managers. Accordingly, the Company is exposed to the risk that key individuals employed by underlying managers, the Investment Manager and the Board are no longer able to fulfil their obligations. Termination of the appointment of the Investment Manager could have a negative effect on the Company. The returns of the underlying funds and the Company may be dependent on the management skill of a particular individual or team.

*(g) Fund risk*

There is a risk that investing in funds may give different results from holding the underlying investments directly because of:

- income or capital gains accrued in the funds at the time of investing; and
- the consequences of investment and withdrawal decisions made by other investors in an underlying fund; for example, a large level of withdrawals from an underlying fund may lead to the need to sell underlying investments which would potentially realise capital gains.

*(h) Related position risk*

A number of managers of the underlying funds could independently invest in the same securities at the same time, making them difficult or impossible to sell at short notice, and possibly resulting in concentrated exposure and reduced diversification for the Company. The Investment Manager uses its selection techniques and undertakes initial due diligence, in the case of new underlying funds and managers, and ongoing due diligence, in the case of existing underlying funds and managers, with the objective of mitigating this type of risk.

*(i) Redemption risk*

There are a range of circumstances under which underlying funds may impose suspensions in redemptions, including in the context of a downturn in values of the underlying investments, where insufficient liquidity exists through its investments to meet redemption requests.

Underlying funds may also have minimum notice periods prior to which redemption can be effected.

Any suspension or restrictive notice period by underlying funds will limit the ability of the Company to liquidate its investments, limiting the capacity of the Company to reduce its exposure to a particular asset class or to take advantage of other investment opportunities. This may also limit the Company's ability to buy-back Shares.

*(j) Currency risk*

The Company does not undertake hedging of its foreign currency exchange risk exposure arising from commercial transactions. There is a risk that the currency in which the Company's investments are



denominated changes in value relative to the Australian dollar, and the Australian dollar value of the investment will change.

The Company's investments are primarily in foreign currency denominated fund investments. The value of the Shares will be affected by increases and decreases in the value of the foreign currency of any unhedged portion of the portfolio. An increase in the value of other currencies against the Australian dollar will mean the NTA of the Company will be worth more when converted into Australian dollars, but if the value of the other currencies falls against the Australian dollar, the NTA will be worth less in Australian dollar terms.

The value of the Australian dollar has been subject to significant fluctuations with respect to foreign currencies in the past and may be subject to significant fluctuations in the future.

*(k) Sovereign risk*

Underlying investment entities may have agreements with foreign entities. Future government actions in the relevant countries or regions concerning the economy, dealing with foreign entities, repatriation of funds, corporate policies, taxation policies, environmental policies and change in political conditions could have a significant effect on the Company.

Should sovereign risks arise, these could potentially have an adverse impact on the Company's performance.

*(l) Operational costs*

Operational costs for the Company as a proportion of total assets will be affected by the level of total assets of the Company and by the level of new Shares allotted under the Offer. Operational costs will represent a greater proportion of total assets and will reduce the operating results of the Company, and, accordingly the ability to make distribution payments if the Company only achieves a lower level of subscription under this Offer, than if it secures a greater level of acceptance.

As many, or all of, the investments currently held and to be made by the Company have been to date and will continue to be undertaken using internationally-based fund managers, the Investment Manager may be required to travel internationally from time to time to meet with prospective and existing fund managers and to assess investment opportunities. As a result, the operating costs of the Company may be higher than would otherwise be the case if the Company had an Australian-focused investment strategy.

### 3.2. GENERAL RISK FACTORS

The value of securities listed on securities exchanges can change considerably over time and the value of your investment can increase and decrease with the value of the Portfolio. The fluctuation in value is known as volatility and the level of volatility depends on the type of investment. Generally, in order of risk of asset classes, shares are the riskiest, then fixed interest, then cash. As with most investments, performance is not guaranteed. These risks may result in loss of income and principal invested.

The Company should not be seen as a predictable, low risk investment. The Company's investments are concentrated in investment funds investing primarily in listed securities, and the Company is therefore considered to have a higher risk profile than cash assets.

It is not possible to identify every risk associated with investing in the Company. The following provides a list of significant risks associated with the Company, although there may be others.

*(a) Market risk*

Investment returns are influenced by market factors, both in Australia and internationally. In particular, the market prices for many listed entities have in recent times experienced wide fluctuations, which in many cases may reflect a diverse range of non-entity specific influences. These include changes in the economic environment (for example, changes in interest rates) and the legislative and political environment, as well as changes in investor sentiment. In addition, exogenous shocks, natural disasters and acts of terrorism can (and sometimes do) add to equity market volatility as well as impact directly on individual securities. As a result, no guarantee can be given in respect of the future earnings of the Company (and so no guarantee can be given with respect to any dividends payable to Investors by the Company) or the earnings and capital appreciation of the Company's investments.

*(b) Equity risk*

There is a risk that Shares will fall in value over short or extended periods of time. Share markets tend to move in cycles, and individual share prices may fluctuate and underperform against other asset classes over extended periods of time. Investors in the Company are exposed to this risk both through their holding in Shares and then through the investment in securities through the underlying funds in which the Company invests.

*(c) Financial market volatility*

Financial market volatility may discourage investors from moving money into, or out of, equity markets. This may have a negative effect on the price at which Shares trade.

*(d) Interest rate risk*

Any variation in short or long-term interest rates, particularly in Australia and Asia, could materially affect the operating results of the Company.

*(e) Industry risk*

There are a number of industry risk factors that may affect the future operation or performance of the Company. These factors are outside the control of the Company. Such factors include increased regulatory and compliance costs and variations in legislation and government policies generally.

*(f) Government policy*

Changes in government, monetary policies, taxation and other laws and actions (including such matters as compliance with environmental regulations) in the relevant countries or regions where the Company is invested can have a significant influence on the outlook for underlying funds and, in turn, affect the Company's performance.

*(g) Regulatory risk*

The Company is exposed to the risk of changes to applicable laws, including but not limited to enforcement of its rights, or the interpretation of applicable laws which could have a negative effect on the Company, its investments or returns to Shareholders or the risk of non-compliance with reporting or other legal obligations. These risks may be higher in countries with less mature legal systems.

*(h) Credit or counterparty risk*

The strategies of the Company and underlying funds rely on the successful performance of contracts with external counterparties, including securities licensees, issuers of securities and derivatives to which the Company and/or underlying funds may have investment exposure. There is a risk that these counterparties may not meet their responsibilities, including as a result of the insolvency, financial distress or liquidation of the counterparty.

*(i) Taxation risk*

Tax laws (including Australian tax laws) are in a continual state of change and reform, which may affect the Company and Shareholders.

Foreign jurisdiction tax liabilities may impact upon Shareholder returns.

*(j) Inflation risk*

Your investment may not maintain its purchasing power with increases in the prices of goods and services (inflation). The real value of your investment may decline if investment returns are lower than the rates of inflation.

*(k) Timing risk*

The Company may invest at an unfavourable point of the investment cycle. The Investment Manager may invest funds at higher prices than those available soon after and may redeem funds at lower prices than those that were recently available or that may have been available soon thereafter.

*(l) Systemic risk*

Systemic risk is the risk of major movements occurring simultaneously across several asset classes or to the entire financial system.

### 3.3. INVESTOR CONSIDERATIONS

Before deciding to apply for Shares, Applicants should consider whether they are a suitable investment.

There may be tax implications arising from the Application for Shares, the receipt of dividends from the Company and on the disposal of Shares. Applicants should carefully consider these tax implications and obtain advice from an accountant or other professional tax advisor in relation to the application of tax legislation.

If you are in doubt as to whether you should subscribe for Shares, seek advice on the matters contained in this Prospectus from a stockbroker, solicitor, accountant or other professional advisor.

#### 4. COMPANY PORTFOLIO UPDATE

In December 2007, the Company was established to provide Australian investors access to the Asia (ex-Japan) investment universe, primarily using a multi-manager strategy targeting global Asia (ex-Japan) investment funds generally not available to Australian retail investors. At 31 December 2015, the Company had total assets of \$168.8 million.

The Company's pre-tax unaudited NTA at 30 June 2016 was \$1.24 per Share. The Company targets an income and long-term growth model and, between inception and 18 July 2016, has paid out a total of 13.7 cents in dividends per Share (excluding franking credit) or 15.7 cents in dividends per Share (including franking credits). The Company's estimated pre-tax unaudited NTA at 15 July 2016, one Business Day prior to the date of this Prospectus, was \$1.26 per Share. At 15 July 2016, the Company's closing price on the ASX was \$1.28. Investors are reminded that past performance is no guarantee of future performance.

##### 4.1. CURRENT PORTFOLIO

The Company generally provides a Portfolio update in each of its quarterly updates available on the ASX Company Announcements Platform and the Company's website. The following table outlines a summary of the Company's underlying managers at 30 June 2016. The Company is index agnostic; references to an "Index" refer to the MSCI AC Asia ex Japan Index and have been provided for comparative purposes only. The information provided below is for the current Portfolio position only, which can and will change from time to time.

Table 1: Portfolio as at 30 June 2016

Manager	Mandate	Company weight
Arisaig Asia Consumer Fund	Asian consumer specialist	16.6%
Steadview Capital Fund	Country specialist – India	11.6%
CK Absolute Return Fund	Country specialist – Korea	9.6%
Asian Opportunities Absolute Return Fund	Asian region	8.7%
Prusik Asia Smaller Companies Fund	Asian small cap specialist	7.8%
JPMorgan Taiwan Fund	Country specialist – Taiwan	7.4%
Cephei QFII China Absolute Return Fund	Country specialist – China	7.1%
NCC China A-Share Fund	Country specialist – China	6.7%
APS China A-Share Fund	Country specialist – China	6.4%
Macquarie Asia New Stars No.1 Fund	Asian small cap specialist	6.1%
Wells Fargo China Equity Fund	Country specialist - China	5.8%
AllianceBernstein Asia ex-Japan Fund	Asian region	4.1%
Cash <sup>1</sup>		1.9%
Total		100.0%

1. Excludes any cash held by underlying fund managers. Figures may not reconcile due to rounding.

#### 4.2. PORTFOLIO ALLOCATION

The Company generally provides a Portfolio country and sector weighting update in each of its quarterly updates available on the ASX Company Announcements Platform and the Company's website. The following tables outline the Company's estimated country and sector weights as at 30 June 2016, being the most recent detailed data available from the underlying managers. The information provided below is for the current Portfolio position only, which can and will change from time to time.

Table 2: Country weights as at 30 June 2016

	Company weight <sup>1</sup>	Index weight <sup>2</sup>	Active weight <sup>3</sup>
China	34.8%	30.4%	4.4%
India	20.8%	9.9%	11.0%
Korea	15.4%	17.2%	-1.8%
Taiwan	12.0%	14.2%	-2.3%
Philippines	3.6%	1.9%	1.7%
Hong Kong	2.9%	12.2%	-9.3%
Vietnam	2.5%	-	2.5%
Indonesia	1.6%	3.2%	-1.6%
Thailand	1.5%	2.7%	-1.2%
Singapore	0.8%	5.0%	-4.2%
Pakistan	0.8%	-	0.8%
Malaysia	0.7%	3.5%	-2.8%
Other	0.9%	-	0.9%
Cash <sup>4</sup>	1.9%	-	1.9%
Total	100.0%	100.0%	-

1. Based on the latest underlying fund manager estimates as at 30 June 2016.
2. MSCI AC Asia ex Japan Index. The Company does not have a benchmark; it has been provided for comparison purposes only.
3. Active weight represents the amount in absolute percentage terms the Company's holding weights are above or below the MSCI AC Asia ex Japan Index. The Company does not have a benchmark; it has been provided for comparison purposes only.
4. Excludes any cash held by underlying fund managers. Figures may not reconcile due to rounding.

Source: Walsh & Co and MSCI.

Table 3: Sector weights as at 30 June 2016

	Company weight <sup>1</sup>	Index weight <sup>2</sup>	Active weight <sup>3</sup>
Consumer staples	20.4%	5.7%	14.7%
Consumer discretionary	19.0%	8.6%	10.4%
Information technology	18.7%	25.7%	-7.0%
Industrials	16.0%	9.4%	6.6%
Financials	8.7%	29.2%	-20.6%
Health care	5.9%	2.6%	3.3%
Materials	3.9%	4.2%	-0.3%
Utilities	3.6%	4.0%	-0.4%
Telecommunication services	1.4%	6.4%	-5.0%
Energy	0.5%	4.1%	-3.6%
Cash <sup>4</sup>	1.9%	-	1.9%
Total	100.0%	100.0%	-

1. Based on the latest underlying fund manager estimates as at 30 June 2016.
2. MSCI AC Asia ex Japan Index. The Company does not have a benchmark; it has been provided for comparison purposes only.
3. Active weight represents the amount in absolute percentage terms the Company's holding weights are above or below the MSCI AC Asia ex Japan Index. The Company does not have a benchmark; it has been provided for comparison purposes only.
4. Excludes any cash held by underlying fund managers. Figures may not reconcile due to rounding.

Source: Walsh & Co and MSCI.

## 5. OVERVIEW OF THE COMPANY

### 5.1. OVERVIEW

The Company was established in 2007 to provide Australian investors the opportunity to gain exposure to leading fund managers, which in turn invest in listed securities in Asia, or securities of entities that derive the majority of their business from Asia. The Company uses a hybrid investment management model that combines the Investment Manager's internal investment professionals, a highly experienced majority-independent Board of Directors, and external specialist regional and country fund managers, providing access to Asian investment funds and companies generally not available to Australian retail investors.

Asian Masters Fund Limited is a company, not a managed investment scheme. Investors will hold Shares in the Company and will receive the benefit of profits generated by the Company by way of dividends rather than distributions (see Section 5.9 for details of the Company's dividend policy).

### 5.2. INVESTMENT OBJECTIVES

The two key investment objectives of the Company are to:

- achieve a high real rate of return on invested capital, within risk parameters acceptable to the Directors; and
- maintain long-term exposure to Asia while maintaining broad diversification.

### 5.3. MULTI-MANAGER STYLE

The Company employs a multi-manager style of investment. Capital raised from the Offer will be applied to acquire interests in investment vehicles managed by third party specialist fund managers selected by the Investment Manager and approved by the Board of Directors of the Company. These are referred to as "underlying funds" in this Prospectus.

The Company's investment management model allows the Company to blend macroeconomic and country allocation investment decisions by the Investment Manager with local expertise and individual stock selection investment decisions of the managers of the underlying funds in which the Company invests. It also provides the Company with an opportunity to manage risks associated with a particular investment strategy by investing across a number of funds which may have differing investment approaches and risk profiles. However, this investment strategy may also carry with it the potential for comparatively higher fees than direct investments and the potential for diminished liquidity (see Section 3 for details on the risks).

### 5.4. INVESTMENT PROCESS

The Investment Manager employs a multi-tiered investment process that it believes best positions the Company to meet its investment objectives. The investment process includes:

- (i) initial screening of the investable universe;
- (ii) quantitative research;
- (iii) qualitative research and due diligence;
- (iv) country and regional allocation decisions; and
- (v) portfolio implementation and ongoing management.

The Investment Manager, in conjunction with the Board, sets the Company's country allocation targets, and makes recommendations of underlying fund investments to the Board. All investment decisions greater than 1% of the value of the Portfolio must be approved by the Board of Directors.

## 5.6. PORTFOLIO CONSTRUCTION

The Company invests in both regional funds and single country funds.

Regional funds benefit from an investment perspective that spans across the Asia region, providing them with a broader investment opportunity set and allowing them to make relative value trades among countries. Single country funds, by virtue of their more specialised investment mandate, typically enjoy an information advantage in their local market and have the ability to invest further down the capitalisation scale. Country funds also enable the Company to express particular country views and tilt country weights.

While the MSCI AC Asia ex Japan Index serves as a point of reference to country weights, the Investment Manager is not benchmark focused.

## 5.7. RISK MANAGEMENT

The Investment Manager and the Board of Directors apply strict risk management protocols, including Portfolio, country and fund allocation restrictions as follows:

- the Company cannot invest more than 5% of its gross assets (excluding cash) outside the following markets: China, India, Hong Kong, Singapore, Thailand, South Korea, Indonesia, Malaysia, Taiwan, the Philippines and Vietnam;
- underlying fund allocation limits – no more than 33% of the gross assets of the Company (excluding cash) is to be invested in any single fund manager/group; and
- country allocation limits – no more than 40% of the gross assets of the Company (excluding cash) is to be invested in any single country.

## 5.8. HEDGING POLICY

The Company does not undertake hedging of its foreign currency exchange exposure. There is a risk that the currency in which the Company's investments are denominated changes in value relative to the Australian dollar, and the Australian dollar value of the investment will change.

Underlying funds in which the Company invests may hedge their foreign currency exposure from time to time. As the Company will not hold a majority interest in these funds, it will not be in a position to exercise any control over that hedging.

## 5.9. DIVIDEND POLICY AND HISTORY

The Board regularly reviews the suitability of declaring dividends. Any dividends declared by the Company will be franked to the extent that available franking credits permit.

Since inception, the Company has paid a total of 13.7 cents per Share, as set out below:

Table 4: Dividend history

Below is a table detailing all dividends, including the level of franking, paid since inception.

Ex date	Record date	Payment date	Amount	Franking %	Grossed up
19-May-10	25-May-10	15-Jun-10	\$0.010	100%	\$0.014
29-Sep-10	06-Oct-10	21-Oct-10	\$0.015	100%	\$0.021
06-Apr-11	12-Apr-11	02-May-11	\$0.010	100%	\$0.014
09-Mar-12	16-Mar-12	02-Apr-12	\$0.020	0%	\$0.020
30-Oct-12	05-Nov-12	22-Nov-12	\$0.010	0%	\$0.010
30-Apr-13	06-May-13	22-May-13	\$0.010	0%	\$0.010



21-Nov-13	27-Nov-13	02-Dec-13	\$0.010	0%	\$0.010
06-Mar-14	13-Mar-14	25-Mar-14	\$0.010	0%	\$0.010
29-Aug-14	02-Sep-14	02-Oct-14	\$0.010	0%	\$0.010
27-Feb-15	03-Mar-15	24-Mar-15	\$0.010	0%	\$0.010
26-Aug-15	28-Aug-15	23-Sep-15	\$0.011	0%	\$0.011
25-Feb-16	29-Feb-16	30-Mar-16	\$0.011	100%	\$0.016
Total			\$0.137		\$ 0.157

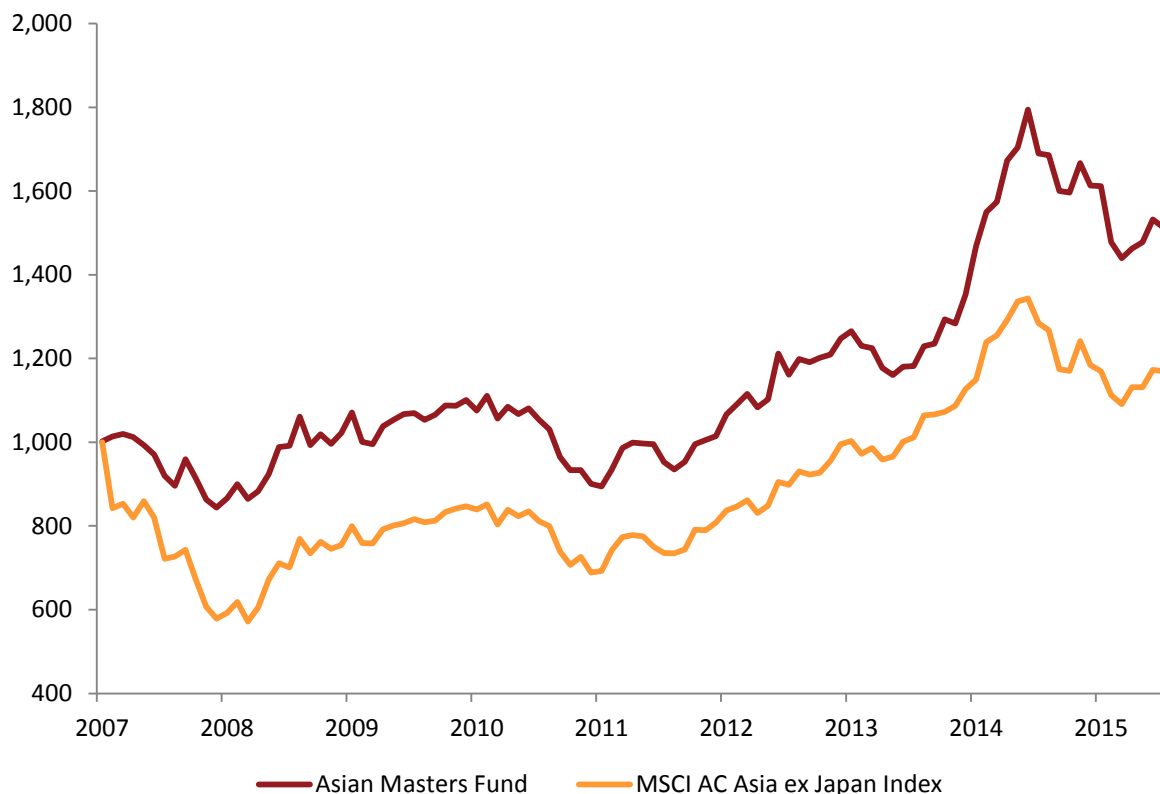
Source: Company announcements, Investment Manager

## 5.10. PERFORMANCE HISTORY

At 30 June 2016, the Company's pre-tax unaudited NTA was \$1.24, and the closing Share price on 15 July 2016, the Business Day before the announcement of this Offer was \$1.28.

Chart 1: Change in NTA value (indexed to 1,000) since inception (December 2007)

The following chart sets out the performance of the NTA per Share since the Company's admission to the ASX in December 2007 to June 2016 (including the reinvestment of gross dividends) indexed to 1,000. NTA is calculated pre-tax, net of all fees and costs.



Note: Change in the NTA of the Asian Masters Fund, including gross dividends reinvested and the MSCI AC Asia ex Japan Index (total return in AUD) indexed to 1,000 at 3 December 2007 based on the initial NTA post initial public offer costs.

Source: Bloomberg, Walsh & Co, MSCI data to 30 June 2016. Bloomberg has not provided consent to the inclusion of trading data attributed to it in this prospectus.

Below is a table detailing the NTA total return, share price total return of the Company and the Index total return over various periods to 30 June 2016.

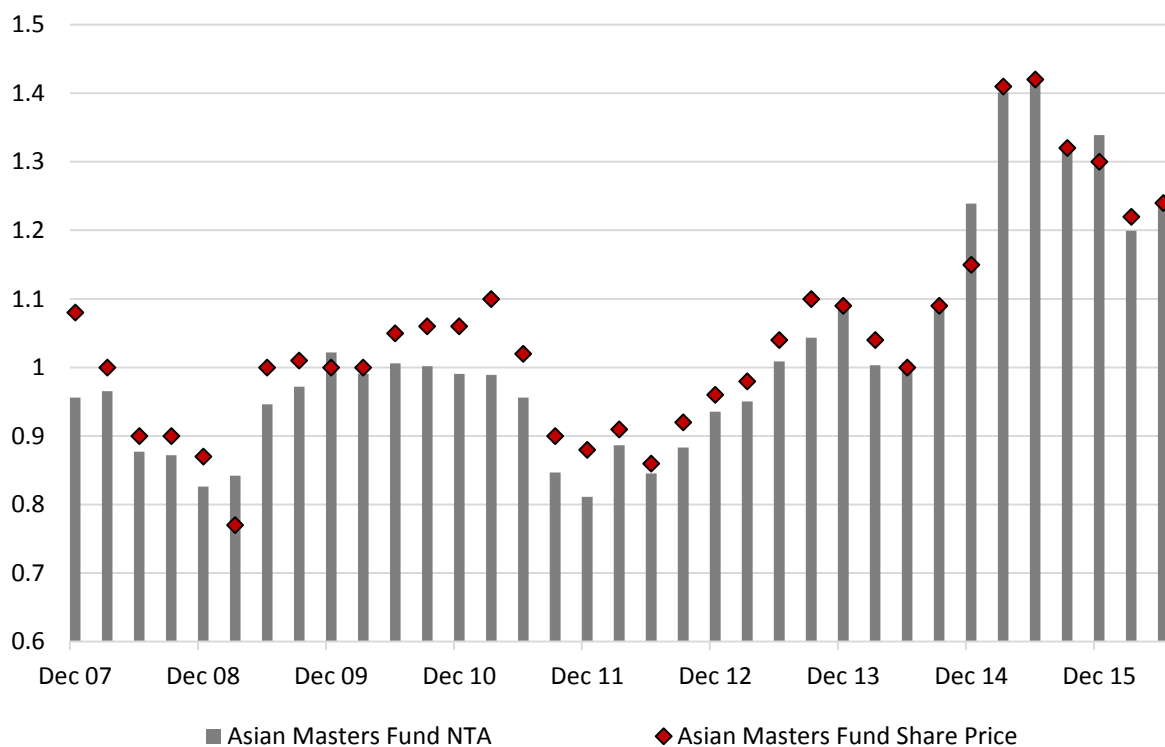
Table 5: NTA and share price total return to 30 June 2016

Period	NTA return	Share price return	Index
1 year	-10.5%	-10.8%	-8.9%
2 years (p.a.)	13.1%	13.5%	7.5%
3 years (p.a.)	9.2%	8.1%	9.2%
5 years (p.a.)	7.5%	6.1%	7.6%
Since inception (p.a.)	4.9%	4.3%	1.8%
Since inception (total return)	51.3%	43.5%	17.0%

Note: NTA and share price returns of the Company, including gross dividends reinvested, inception 3 December 2007, based on the initial NTA post initial public offer costs.

Below is a chart depicting the quarter-end share price and NTA since inception. Since inception, the Company has traded at an average month-end premium to NTA of 2.8%.

Chart 2: Quarter-end share price and NTA since December 2007



Note: NTA and share price in AUD.

Source: Bloomberg, Walsh & Co AM. Bloomberg has not provided consent to the inclusion of trading data attributed to it in this Prospectus.

In the 12 months to 30 June 2016, approximately 8.1 million Shares have traded on the ASX, representing approximately 6.7% of the Shares on issue as at 15 July 2016.

### 5.11. GEARING POLICY

The Company does not presently intend to gear the Portfolio.

Circumstances may occur where short-term borrowing is deemed beneficial and, should this eventuate, the Company may borrow. The Company intends that borrowing and non-debt liabilities will be limited to 10% of the total tangible assets of the Company.

Underlying funds in which the Company invests may borrow from time to time. As the Company will not hold a majority interest in these funds, it will not be in a position to exercise any control over such borrowings.

The Company does not currently trade in derivatives or engage in short selling. Underlying funds in which the Company invests may trade in derivatives or engage in short selling from time to time. As the Company will not hold a majority interest in these funds, it will not be in a position to exercise any control over such trading.

### 5.12. CAPITAL MANAGEMENT

The Company focuses on active capital management.

The Company may undertake a buy-back of its Shares in the event that they trade at a discount to NTA.

The Company may also consider other capital management alternatives such as the issue of other securities through bonus issues, rights issues and option issues with a view to enhancing the value of securities held by investors.

### 5.13. NET TANGIBLE ASSET REPORTS TO SHAREHOLDERS

To assist Shareholders in assessing the value of Shares and to comply with the ASX Listing Rules, the Company releases to Shareholders through the ASX a statement of its NTA backing of its Shares. These reports are issued on a monthly basis within 14 days after the end of each month.

The NTA figure released can be interpreted as a pre-tax unaudited measurement of the underlying value of the Company.

The calculation of the NTA backing of Shares is made in accordance with the Listing Rules and reflects the value of the underlying funds that the Company has invested in.

The Company can provide to Shareholders on request, free of charge, a copy of statements to Shareholders through the ASX of the NTA backing of Shares from time to time.

## 6. IMPACT OF THE OFFER ON THE COMPANY

### 6.1. INTRODUCTION

This Section contains a summary of:

- (a) The historical statements of financial position of the Company as at 31 December 2015
- (b) the unaudited pro forma statements of financial position of the Company as at 31 December 2015, adjusted to illustrate the financial position of the Company following completion of the Offer and the expenditure of the funds associated with the Offer at various levels of take up of the Offer ("pro forma financial information") (see Section 6.2);
- (c) material assumptions of the Directors of the Company, in preparation of the unaudited pro forma financial information (see Section 6.3); and
- (d) the impact of the Offer on the capital structure of the Company (Section 6.4).

The historical statements of financial position of the Company as at 31 December 2015 have been reviewed by the Company's auditor, who issued an unqualified audit report. The pro forma financial information has, except as otherwise noted, been prepared in accordance with the measurement and recognition requirements, but not the disclosure requirements, of the Australian Accounting Standards and any other mandatory reporting requirements in Australia. The presentation currency of the pro forma financial information is Australian dollars, unless otherwise stated.

The pro forma financial information has not been audited or auditor reviewed.

The information in this Section should also be read in conjunction with the risk factors set out in Section 3 and other information contained in this Prospectus.

### 6.2. HISTORICAL AND UNAUDITED PRO FORMA STATEMENTS OF FINANCIAL POSITION

The unaudited pro forma statements of financial position set out below have been prepared to illustrate the financial position of the Company as at 31 December 2015, adjusted to illustrate the financial position of the Company following completion of the Offer and the expenditure of funds associated with the Offer at various levels of take up of the Offer. These pro forma statements of financial position are intended to be illustrative only and will not reflect the actual position and balances as at the date of this Prospectus or at the completion of the Offer.

The pro forma statements of financial position have been prepared in accordance with the Company's significant accounting policies and applying the assumptions outlined below. They have not been audited or reviewed by the Company's auditor.

Table 6: Historical and unaudited pro forma statements of financial position

\$'000	Historical 31 December 2015	Pro forma Offer 9.0 million Shares	Pro forma Offer 13.5 million Shares	Pro forma Offer 18.0 million Shares
Cash	2,335	13,565	19,216	24,870
Total assets	168,782	180,153	185,864	191,577
Total liabilities	18,547	18,547	18,547	18,547
Net assets	150,235	161,606	167,317	173,029

Note: Figures may not reconcile due to rounding.

Table 7: Reconciliation of the pro forma cash balances

\$'000	Historical 31 December 2015	Pro forma Offer 9.0 million Shares	Pro forma Offer 13.5 million Shares	Pro forma Offer 18.0 million Shares
Cash	2,335	2,335	2,335	2,335
Pro forma adjustment – proceeds of the Offer		11,700	17,550	23,400
Pro forma adjustment – fees and expenses of the Offer		(470)	(668)	(865)
Pro forma net cash position	2,335	13,565	19,216	24,870

Note: Figures may not reconcile due to rounding.

### 6.3. KEY ASSUMPTIONS

The pro forma statements of financial position have been prepared on the basis of the following assumptions by the Directors of the Company:

- (a) application of the Company's significant accounting policies;
- (b) the column headed "Historical 31 December 2015" reflects information extracted from the historical financial statements for the Company for the half-year ended 31 December 2015 released to the market through the ASX on 22 February 2016;
- (c) the column headed "Pro forma Offer 9.0 million Shares" has been prepared as if the Offer raises gross proceeds of approximately \$11.7 million through the issue of 9,000,000 Shares, under this Prospectus at an Application Price of \$1.30;
- (d) the column headed "Pro forma Offer 13.5 million Shares" has been prepared as if the Offer raises gross proceeds of approximately \$17.6 million through the issue of 13,500,000 Shares under this Prospectus at an Application Price of \$1.30;
- (e) the column headed "Pro forma Offer 18.0 million Shares" has been prepared as if the Offer raises gross proceeds of approximately \$23.4 million through the issue of 18,000,000 Shares under this Prospectus at an Application Price of \$1.30;
- (f) payment of handling fees of 1.65% (inclusive of GST) and a structuring fee of 1.65% (inclusive of GST) of the funds raised under the Offer and expenses associated with the Offer (inclusive of GST) which include ASX fees, legal and financial advisory expenses and other expenses; see Section 7.3 of this Prospectus for details;
- (g) a deferred tax asset is recognised by applying a 30% tax rate to the expenses of the Offer which are deductible over five years provided the Company complies with the conditions of deductibility imposed by the law; deferred tax asset recognition assumes that it is probable that there will be future taxable income against which the benefits of tax deduction can be applied; and
- (h) no interest is earned by the Company during the Offer Period.

#### 6.4. CAPITAL STRUCTURE

As at the date of this Prospectus, a total of 121,442,386 Shares are on issue.

The table below shows the capital structure of the Company, assuming an issue of 9.0 million, 13.5 million and 18.0 million Shares respectively under the Offer. The Directors do not expect the Offer to affect control of the Company.

Table 8: Capital structure post Offer

Shares	Pro forma Offer 9.0 million <sup>2</sup>		Pro forma Offer 13.5 million <sup>3</sup>		Pro forma Offer 18.0 million <sup>4</sup>	
	Number	%	Number	%	Number	%
Existing <sup>1</sup>	121,442,386	93	121,442,386	90	121,442,386	87
New Shares issued under the Offer	9,000,000	7	13,500,000	10	18,000,000	13
Total	130,442,386	100.0%	134,942,386	100.0%	139,442,386	100.0%

1. The existing Shares on issue as at the date of this Prospectus.

2. Assumes the issue of 9,000,000 Shares under the Offer. Refer to assumption 6.3(c).

3. Assumes the issue of 13,500,000 Shares under the Offer. Refer to assumption 6.3(d).

4. Assumes the issue of 18,000,000 Shares under the Offer. Refer to assumption 6.3(e).

## 7. ADDITIONAL INFORMATION

### 7.1. DIRECTORS OF THE COMPANY

The Directors of the Company have considerable experience in funds management and Asian equities. Details of the Directors of the Company are set out below.

John Holland, BA (Hons) (Oxford); Chairman and Independent Director

John commenced his career in 1985 at SG Warburg & Co (now UBS AG) as an Asian equities specialist, where he led UBS' early expansion into Korea, Taiwan, Thailand and India, before rising to become Global Head of Asian Equities at UBS. During John's tenure as Global Head of Asian Equities, UBS achieved the number one ranking for primary Asian equities distribution and held number one non-local market share positions in all key Asian equity markets, including Hong Kong, Korea and Taiwan. John was also instrumental in UBS' successful drive to become the first foreign investor into and foreign distributor of China A-shares.

John left UBS after 24 years of continuous service in 2009, having latterly served as Joint Head of European Prime Broking and COO of Global Cash equities. He was for many years Managing Director and a member of UBS Investment Bank's Board. In addition to his notable achievements at UBS, John has had substantial regulatory experience, including as a member of the European Securities Markets Expert Group advising the European Commission, where he was Rapporteur (Chair) for the Subcommittees on Non-Equities Market Transparency and Credit Rating Agencies. John has also worked closely over many years with the central bank and regulatory authorities of many Asian countries, such as Korea, Taiwan, India and China, particularly in relation to the opening of their markets to foreign portfolio investment.

John currently holds a range of complementary non-executive roles: he chairs the Advisory Board of ASX-listed Emerging Markets Masters Fund (ASX: EMF), he also chairs the Boards of KCG Europe Limited (the European arm of NYSE-listed KCG Holdings) and Open Door Capital Management (a Greater China Asset Management Company). Finally, John is non-executive Director of a UK and African payments business, sQuidcard Limited, in which he was a founder investor from 2006 onwards.

John holds a Bachelor of Arts with honours from Oriel College Oxford University, majoring in Philosophy, Politics and Economics.

Maximilian Walsh, AM, Bec (Sydney); Director

Max is regarded as one of Australia's leading economists and business journalists. He has specialised experience in the areas of business, economics and politics in a journalistic career spanning decades. Amongst numerous previous executive roles, Max was editor and managing editor of The Australian Financial Review and Editor-in-Chief of The Bulletin. He also served on the board of Northern Star TV (predecessor to Channel Ten).

Max is currently Deputy Chairman of Dixon Advisory Group. He is co-founder & Chairman of the Advisory Board of Walsh & Company. He is also a director of Australian Governance Masters Index Fund Limited and sits on the advisory board of Emerging Markets Masters Fund and US Select Private Opportunities Fund II.

Alex MacLachlan, BA (Cornell), MBA (Wharton); Director

Alex is currently a Director of the Company and Chairman of the Investment Manager of the Company. Alex is also the Chairman of the responsible entity of Emerging Markets Masters Fund, Australian Property Opportunities Fund I and II, US Masters Residential Property Fund, New Energy Solar Fund and US Select Private Opportunities Fund I, II and III and Managing Director of Australian Governance Masters Index Fund Limited. Alex also serves as a director of the Australian Masters Yield Fund Series, New Energy Solar Limited and the Australian Masters Corporate Bond Fund Series.

Before joining Walsh & Co, Alex was an investment banker specialising in the natural resources sector, most recently serving as Head of Energy, Australasia, for UBS AG in Sydney and prior to that as an investment banker at Credit Suisse First Boston. During his career as an investment banker, Alex advised many of Australia's and the world's leading natural resources companies, working with over 30 companies on more than \$100 billion in announced mergers and acquisitions and capital markets transactions. Before specialising in natural resources investment banking, Alex worked in the Japanese Government Bond derivatives markets in London, New York and Sydney.

Alex has a Bachelor of Arts from Cornell University and a Master of Business Administration from The Wharton School, University of Pennsylvania.

June Aitken, BA (Hons) (Oxford); Independent Director

June has over 30 years' experience in Asian Equity markets. She was a founding partner and investor of Osmosis Investment Management LLP, a company established in 2009, that uses quantitative methodology which utilises environmental information to identify resource efficient companies.

Prior to this, June held numerous senior roles at HSBC Bank plc, London, where she was Global Head of Emerging Market Equity Distribution from 2004 to 2006 and Head of Strategy Management for two years after that. June previously worked at UBS AG, where she was Managing Director, Head of Global Equity Production, Global Head of Asian Equities and a director of Asian Equity Sales for 12 years. She also has experience at various London-based Asian equity sales firms, gaining early experience at Montagu Loeb Stanley and Partners, Wi Carr Securities and County Natwest Securities between 1983 and 1991.

June is currently a member of the advisory board of ASX-listed Emerging Markets Masters Fund (ASX: EMF) and is a partner in a private consultancy business advising asset managers. She was also previously on the board of HSBC Bank Japan, Aquarius Fund, an Asian fixed income fund, Erudine Holdings Ltd, a financial software consultancy firm, and the Shepherds Bush Housing Group.

June holds a Bachelor of Arts (with honours) from Oxford University, majoring in Philosophy, Politics and Economics.

Christopher Lee, BS, MBA (UC Berkeley); Independent Director

Christopher has over 20 years of global financial markets experience, managing derivative product development and providing equity sales and trading functions to institutional clients in 10 Asian countries with a focus on Hong Kong, Singapore and China. Currently, he is a partner at FAA Investments and co-founder at Star Magnolia Capital (Hong Kong) Ltd, private investment firms (family offices) focusing in real estate and alternative investments.

Previously, Chris held senior positions as managing director (since 2005) and a member of management and executive committees. Under his leadership at Deutsche Bank (2010-12), the Global Markets Investment Products and db-X teams customised financial solutions and products for many Asian insurance companies, banks, and asset managers and securities brokerage firms. At UBS AG, Investment Bank (2002-10), he was Head of Equity Derivatives Intermediary Sales in Asia (ex-Japan). Chris began his investment banking career at Merrill Lynch & Co. (now Bank of America) in New York in 1995.

Chris has a Bachelor of Science in Mechanical Engineering and a Master of Business Administration from the University of California, Berkeley, and has completed the Advanced Management Program at Harvard Business School. He is a native of Hong Kong, where he currently resides, and speaks fluent English and Chinese.



## 7.2. DIRECTORS AND KEY MANAGEMENT OF THE INVESTMENT MANAGER

Alex MacLachlan, BA (Cornell), MBA (Wharton); Chairman

See Section 7.1.

Tom Kline, Bcom LLB (Hons) (ANU); Director

Tom is the Chief Executive Officer of New Energy Solar Limited, which forms part of the New Energy Solar Group, a renewable energy entity. He is a director of Fort Street Real Estate Capital, Chairman of Australian Masters Yield Fund No 4 Limited and Australian Masters Yield Fund No 5 Limited, and a director of Walsh & Company Investments Limited, the responsible entity of New Energy Solar Fund, US Select Private Opportunities I, II and III, Emerging Markets Masters Fund, Australian Property Opportunities Fund I and II and US Masters Residential Property Fund. Tom previously was the Chief Operating Officer of Walsh & Company Investments Limited, the funds management division of Dixon Advisory Group. Tom continues to work as part of the senior management of Walsh & Company Investments Limited to drive the growth and performance of the business and deliver investment opportunities for investors.

Before Dixon Advisory, Tom worked at UBS AG in Sydney. During his time at UBS, he was a member of the Power, Utilities and Infrastructure team and advised on a wide range of public and private mergers and acquisitions and capital market transactions. Tom advised some of Australia's leading energy generators and infrastructure players including EnergyAustralia and Transurban. Tom also advised energy and utility companies on the proposed introduction of Australia's federal carbon trading scheme (Carbon Pollution Reduction Scheme) and implications for fossil fuel and renewable energy generation.

Prior to joining UBS AG, Tom served in the Corporate Finance division of Deloitte. While at Deloitte, he worked in the Transaction Services, Business Modelling and Valuations teams.

Tom has a Bachelor of Commerce and a Bachelor of Laws (with honours) from Australian National University.

James Brown, Bbus (UTS), CA; Portfolio Manager

James is the Portfolio Manager of Asian Masters Fund Limited and Emerging Markets Masters Fund, a responsibility he has held since joining the Investment Manager in June 2013. James' role involves driving the investment strategy of the Company, from a country and sector allocation perspective, in conjunction with the Board, as well as researching and selecting underlying managers for investment. The role involves continuously monitoring the portfolios, including from a risk management perspective, to ensure that the Company's strategic objectives are being met.

Prior to joining the Investment Manager, James was a listed investment companies' analyst at Winterflood Securities, a leading London-based institutional broker and market-making firm. In that role, he researched investment companies and fund managers across all major asset classes, and in 2012 James was ranked in the top three analysts in the UK investment companies sector.

James is a Chartered Accountant and started his career at KPMG, spending five years in advisory roles.

## 7.3. FEES AND EXPENSES OF THE OFFER

The Company will pay the Investment Manager a structuring fee of 1.65% (inclusive of GST) of the funds raised under the Offer. The Company will pay a handling fee of 1.65% (inclusive of GST) to Licensees of funds raised under the Offer from Applicants introduced to the Offer by those Licensees. Licensees include, but are not limited to, Dixon Advisory & Superannuation Services Limited, a related entity of the Investment Manager.

Expenses connected with the Offer will be borne by the Company. The approximate expenses of the Offer including legal fees, advisory fees, ASX fees, printing fees and other general costs are estimated to be approximately \$92,000 (inclusive of GST) based on the issue of 18,000,000 Shares under the Offer.

#### 7.4. CONTINUOUS DISCLOSURE AND DOCUMENTS AVAILABLE FOR INSPECTION

The Company is a disclosing entity for the purposes of Section 11AC(1) of the Corporations Act and as such, is subject to regular reporting and disclosure obligations. Broadly, these obligations require the Company to:

- (a) prepare and lodge with ASIC both yearly and half-yearly financial statements accompanied by a directors' statement and report and an audit or review report;
- (b) within 14 days after the end of each month, tell the ASX the Net Tangible Asset Backing of its quoted securities as at the end of that month; and
- (c) immediately notify the ASX of any information concerning the Company of which it is, or becomes, aware and which a reasonable person would expect to have a material effect on the price or value of securities in the Company, subject to certain limited exceptions related mainly to confidential information.

Copies of documents lodged at ASIC in relation to the Company may be obtained from or inspected at an office of ASIC. Copies of documents lodged with the ASX in relation to the Company may be obtained from, or inspected at, an office of the ASX.

Below is a list of all announcements since the release of the Company's full-year statutory accounts for the year ended 30 June 2015 to 15 July 2016.

Table 9: Announcements

DATE	ANNOUNCEMENT
24 Aug 2015	Daily share buy-back notice – Appendix 3E
26 Aug 2015	Daily share buy-back notice – Appendix 3E
11 Sep 2015	Net Tangible Asset Backing
14 Sep 2015	Annual Report to shareholders
15 Sep 2015	Update – Dividend/Distribution – AUF
15 Sep 2015	DRP price
18 Sep 2015	Form 484 – Cancellation of Buy-back shares
23 Sep 2015	Appendix 3B
14 Oct 2015	Net Tangible Asset Backing
16 Oct 2015	Announcement of buy-back – Appendix 3C
16 Oct 2015	Notice of Annual General Meeting
16 Oct 2015	Proxy Form
30 Oct 2015	Quarterly Investment Update September 2015
3 Nov 2015	Daily share buy-back notice – Appendix 3E
4 Nov 2015	Daily share buy-back notice – Appendix 3E
10 Nov 2015	Daily share buy-back notice – Appendix 3E
11 Nov 2015	Daily share buy-back notice – Appendix 3E
12 Nov 2015	Daily share buy-back notice – Appendix 3E
12 Nov 2015	Net Tangible Asset Backing
13 Nov 2015	Daily share Buy-back notice – Appendix 3E

16 Nov 2015	Daily share Buy-back notice – Appendix 3E
17 Nov 2015	Chairman's Address to Shareholders
17 Nov 2015	Annual General Meeting presentation 17 November 2015
17 Nov 2015	Results of Annual General Meeting
23 Nov 2015	Daily share Buy-back notice – Appendix 3E
23 Nov 2015	Final share Buy-back notice – Appendix 3F
23 Nov 2015	Changes relating to Buy-back – Appendix 3D
25 Nov 2015	Form 484 – Cancellation of Buy-back shares
1 Dec 2015	Board change
9 Dec 2015	Form 484 – Cancellation of Buy-back shares
11 Dec 2015	Net Tangible Asset Backing
14 Dec 2015	Daily share Buy-back notice – Appendix 3E
15 Dec 2015	Daily share Buy-back notice – Appendix 3E
16 Dec 2015	Daily share Buy-back notice – Appendix 3E
17 Dec 2015	Daily share Buy-back notice – Appendix 3E
18 Dec 2015	Daily share Buy-back notice – Appendix 3E
21 Dec 2015	Daily share Buy-back notice – Appendix 3E
22 Dec 2015	Daily share Buy-back notice – Appendix 3E
23 Dec 2015	Daily share Buy-back notice – Appendix 3E
24 Dec 2015	Daily share Buy-back notice – Appendix 3E
30 Dec 2015	Daily share Buy-back notice – Appendix 3E
31 Dec 2015	Daily share Buy-back notice – Appendix 3E
4 Jan 2016	Daily share Buy-back notice – Appendix 3E
5 Jan 2016	Daily share Buy-back notice – Appendix 3E
6 Jan 2016	Daily share Buy-back notice – Appendix 3E
7 Jan 2016	Daily share Buy-back notice – Appendix 3E
8 Jan 2016	Daily share Buy-back notice – Appendix 3E
11 Jan 2016	Form 484 – Cancellation of Buy-back shares
11 Jan 2016	Daily share Buy-back notice – Appendix 3E
12 Jan 2016	Daily share Buy-back notice – Appendix 3E
13 Jan 2016	Daily share Buy-back notice – Appendix 3E
13 Jan 2016	Net Tangible Asset Backing
14 Jan 2016	Daily share Buy-back notice – Appendix 3E
15 Jan 2016	Daily share Buy-back notice – Appendix 3E

29 Jan 2016	Quarterly Investment Update December 2015
1 Feb 2016	Form 484 – Cancellation of buy-back shares
4 Feb 2016	Daily share Buy-back notice – Appendix 3E
5 Feb 2016	Daily share Buy-back notice – Appendix 3E
10 Feb 2016	Fund Update
12 Feb 2016	Daily share Buy-back notice – Appendix 3E
12 Feb 2016	Net Tangible Asset Backing
17 Feb 2016	Daily share Buy-back notice – Appendix 3E
22 Feb 2016	Half-yearly Report and Accounts
22 Feb 2016	Dividend/Distribution – AUF
22 Feb 2016	Dividend announcement
26 Feb 2016	Board update
2 Mar 2016	Form 484 – Cancellation of buy-back shares
11 Mar 2016	Net tangible asset backing
21 Mar 2016	Update – Dividend/Distribution – AUF
21 Mar 2016	DRP price
22 Mar 2016	Daily share Buy-back notice – Appendix 3E
23 Mar 2016	Daily share Buy-back notice – Appendix 3E
24 Mar 2016	Daily share Buy-back notice – Appendix 3E
30 Mar 2016	Appendix 3B
31 Mar 2016	Board change
12 Apr 2016	Net Tangible Asset Backing
15 Apr 2016	Form 484 – Cancellation of buy-back shares
28 Apr 2016	Quarterly Investment Update March 2016
12 May 2016	Net Tangible Asset Backing
17 May 2016	Daily share Buy-back notice – Appendix 3E
30 May 2016	Form 484 – Cancellation of Buy-back shares
08 Jun 2016	Fund Update
10 Jun 2016	Net Tangible Asset Backing
12 Jul 2016	Net Tangible Asset Backing

This Prospectus is issued under Section 713 of the Corporations Act. This enables listed disclosing entities to issue a prospectus with more limited disclosure than would be required of a full-form prospectus where the Company has been an ASX-listed disclosing entity for a period of at least 12 months.

The Company will provide a copy of the financial statements for the Company for the year ended 30 June 2015, the half-year ended 31 December 2015 and any of the announcements referred to above free of charge during the Offer Period to any person who requests a copy in relation to this Prospectus.

#### 7.5. INTERESTS OF DIRECTORS IN THE COMPANY

The number of Shares in which Directors and their associates have a relevant interest are as follows:

Director	Ordinary Shares
John Holland	0
Maximilian Walsh	170,001
Alex MacLachlan	30,308
June Aitken	0
Christopher Lee	0

Alex MacLachlan and Max Walsh both have indirect interests in the Investment Manager and Dixon Advisory & Superannuation Services Limited (who may receive a handling fee) through their shareholdings in other entities within the Dixon Advisory Group, of which the Investment Manager and Dixon Advisory & Superannuation Services Limited are subsidiaries.

#### 7.6. NO OTHER INTERESTS

Except as set out in this Prospectus, there are no interests that exist at the date of this Prospectus and there were no interests that existed within two years before the date of this Prospectus that are, or were, interests of a Director, a proposed Director of the Company or a promoter of the Company or in any property proposed to be acquired by the Company in connection with its formation or promotion or the Offer. Further, there have been no amounts paid or agreed to be paid to a Director in cash or securities or otherwise by any persons either to induce him or her to become or to qualify him or her as a Director or otherwise, for services rendered by him or her in connection with the promotion or formation of the Company.

#### 7.7. DIRECTORS' REMUNERATION

Directors are entitled to receive Directors' fees of \$300,000 per annum to be shared among the Directors. Additional remuneration may be paid in accordance with the Company's Constitution. The following is the Directors' remuneration paid and payable for the year ended 30 June 2016:

Director	Director's remuneration
John Holland	\$75,000
Maximilian Walsh	\$0
Alex MacLachlan	\$0
June Aitken	\$50,000
Christopher Lee	\$50,000

Stuart Nisbett retired as a Director on 31 March 2016. His remuneration was \$50,000 per annum.

## 7.8. DIRECTOR PROTECTION DEEDS

The Company has agreed to provide access to Board papers and minutes to current and former Directors of the Company while they are Directors and for a period of seven years from when they cease to be Directors.

The Company has agreed to indemnify, to the extent permitted by the Corporations Act, each officer in respect of certain liabilities, which the Director may incur as a result of, or by reason of (whether solely or in part), being or acting as a Director of the Company. The Company has also agreed to maintain in favour of each Director a directors' and officers' policy of insurance for the period that he or she is a Director and for a period of seven years after the officer ceases to be a Director.

## 7.9. LEGAL PROCEEDINGS

The Company is not and has not been, during the 12 months preceding the date of this Prospectus, involved in any legal or arbitration proceedings which have had or may have a significant effect on the financial position of the Company. As far as the Directors are aware, no such proceedings are threatened against the Company.

## 7.10. RIGHTS ATTACHING TO THE SHARES

The following information is a summary of the Company's Constitution. Shareholders have the right to acquire a copy of the Constitution, free of charge, from the Company until the expiry of this Prospectus.

Each Share confers on its holder:

- (a) the right to vote at a general meeting of Shareholders (whether present in person or by any representative, proxy or attorney) on a show of hands (one vote per Shareholder) and on a poll (one vote per Share on which there is no money due and payable) subject to the rights and restrictions on voting which may attach to or be imposed on Shares (at present there are none);
- (b) the right to receive dividends, according to the amount paid up on the Share;
- (c) the right to receive, in kind, the whole or any part of the Company's property in a winding up, subject to priority given to holders of Shares that have not been classified by the ASX as "restricted securities" and the rights of a liquidator to distribute surplus assets of the Company with the consent of members by special resolution.

Subject to the Corporations Act and the Listing Rules, Shares are fully transferable.

The rights attaching to Shares may be varied with the approval of Shareholders in general meeting by special resolution.

## 7.11. OTHER INFORMATION

There is no information relating to the Offer that, because of its confidential or prejudicial nature, has not been notified to the ASX which investors or their professional advisors would reasonably require and reasonably expect to make an informed assessment on the effect of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to the Shares.

## 7.12. ADVISORY FEES OF THE OFFER

In respect of this Prospectus, the Company estimates that it will pay amounts totalling approximately \$38,500 (including disbursements and GST) to Watson Mangioni Lawyers Pty Limited.

### 7.13. CONSENTS

Each of the parties referred to below (each a Consenting Party), to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding, and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus, with its consent, as specified below.

Each of the Consenting Parties has given and has not, before lodgement of the Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named. None of the Consenting Parties referred to below has made any statement that is included in this Prospectus or any statement on which a statement which is made in this prospectus is based, other than as specified below:

- Walsh & Company Asset Management Pty Limited;
- Watson Mangioni Lawyers Pty Limited;
- Deloitte Touche Tohmatsu; and
- Boardroom Pty Limited.

Deloitte Touche Tohmatsu has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as auditor, including as auditor of the Company's 31 December 2015 financial reports, and having reviewed those reports, in the form and context in which it is so named.

## 8. GLOSSARY

TERM	EXPLANATION
A\$, AUD or \$	Australian dollars
Allotment	The allocation and allotment of Shares to Investors following acceptance of an Application
Applicant	An applicant for Shares under this Prospectus
Application	An application for Shares pursuant to this Prospectus
Application Deadline	5.00pm (Sydney time) on the last day of the Offer Period
Application Form	An application form in the form attached to this Prospectus and the online Application Form available from <a href="http://www.asianmastersfund.com.au">www.asianmastersfund.com.au</a>
Application Monies	The Application Price multiplied by the number of Shares applied for
Application Price	\$1.30 per Share
ASIC	Australian Securities & Investments Commission
ASX	Australian Securities Exchange Limited
ASX Company Announcements Platform	The company announcements platform of the ASX
ASX Settlement	ASX Settlement Pty Limited
Australian Accounting Standards	Australian Accounting Standards means accounting standards and interpretations issued by the Australian Accounting Standards Board
Australian Taxation Office or ATO	The principal revenue collection agency for the Australian Government in charge of administering the Australian taxation system
Business Day	A day, other than a Saturday or Sunday, on which banks are open for general banking business in Sydney
CHESS	Clearing House Electronic Sub-register System
Company	Asian Masters Fund Limited (ACN 127 927 584)
Constitution	The Constitution of the Company
Corporations Act	Corporations Act 2001 (Cth)
Directors	The Board of Directors of the Company
Dixon Advisory Group	Dixon Advisory Group Pty Limited (ACN 080 207 076) and its subsidiaries
FATCA	The Foreign Account Tax Compliance Act
GST	The value added tax, if any, on goods and services payable in accordance with the GST Act or another relevant and applicable legislation or law whether in Australia, the US or another jurisdiction
GST Act	A New Tax System (Goods and Services Tax) Act 1999
IGA	Intergovernmental Agreement
Index	MSCI AC Asia ex Japan Index
Investment Manager	Walsh & Company Asset Management Pty Limited (ACN 159 902 708) (AFSL 450 257)
Investor	An Applicant or an investor in Shares
Licensee	A holder of an Australian Financial Services Licence who has introduced an Applicant to the Offer under section 911A(2)(b) of the Corporations Act. It includes, but is not limited to, Dixon Advisory & Superannuation Services Limited, a related party of the Company and the Investment Manager
Listing Rules	The listing rules of the ASX
NTA	Pre-tax Net Tangible Asset Backing of the Shares
Offer	The offer of up to 18,000,000 Shares under this Prospectus
Offer Period	The period in which the Company will accept Applications under this Prospectus, expected to be from 10.00am (Sydney time) 18 July 2016 to 5.00pm (Sydney time) 25 July 2016
Offer Shares	Shares offered under this Prospectus



TERM	EXPLANATION
Portfolio	Portfolio of investments of the Company
Prospectus	This replacement prospectus dated 22 July 2016 as modified or varied by any supplementary prospectus issued by the Company and lodged with ASIC from time to time
Securities Act	US Securities Act of 1933
Share	An ordinary share in the Company, being an undivided share in the beneficial interest in the Company
Shareholder	A holder of a Share
US	United States of America
US Person	Has the meaning given to it in rule 902(k) of Regulation S of the US Securities Act
Walsh & Co or Walsh & Company	Walsh & Company Investments Limited (ACN 152 367 649) (AFSL 410 433) or Walsh & Company Group Pty Limited (ACN 159 902 066)

# APPLICATION FORM

ASIAN MASTERS FUND LIMITED



**H** Please enter details of the cheque/s that accompany this Application Form:

Drawer	Chq No.	BSB No.	Acc No.	A\$
Drawer	Chq No.	BSB No.	Acc No.	A\$
TOTAL				A\$

**I** Contact Telephone Number (daytime/work/mobile)**J** Email Address**K** Shareholder Communications

All correspondence will be sent electronically unless legally required otherwise or unless the box below is ticked.

Printed copy of Shareholder communications required ☐

**L** Annual Reports

Annual Reports will be published on the Company's website. If you still wish to receive a copy free of charge, all correspondence will be sent electronically unless legally required or the box below is ticked:

Electronic copy (emailed) ☐ Printed copy (posted) ☐

**M** Information from the Investment Manager

☐ Please check this box if you wish to receive information about investment opportunities or products from the Investment Manager or entities related to the Investment Manager.

By submitting this Application Form, I/We declare that this Application Form is completed and lodged according to this Prospectus and the instructions on the reverse of the Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Asian Masters Fund Limited. I/We received this Prospectus together with the Application Form or a print out of them. I/We represent, warrant and undertake to the Company that my/our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

**DECLARATION**

By submitting this Application Form with your Application Monies, I/we declare that I/we:

- apply for the number of Shares that I/we apply for (or a lower number allocated) in a manner allowed under the Prospectus;
- am/are over 18 years of age;
- acknowledge that neither the Company, the Investment Manager nor any person or entity guarantees any particular rate of return on the Shares, nor do they guarantee the repayment of capital;
- represent, warrant and agree that I/we am/are not in the United States or a US Person and am/are not acting for the account or benefit of a US Person;
- represent, warrant and agree that I/we have not received this Prospectus outside Australia and am/are not acting on behalf of a person resident outside Australia unless the Shares may be offered in my/our jurisdiction without contravention of the security laws of the jurisdiction or any need to register any of this Prospectus, Shares or the Offer; and
- represent, warrant and agree that I/we have not distributed this Prospectus or any other written materials concerning the Offer to any person in the United States or to any US Person and understand that Shares have not been and will not be registered under the US Securities Act and may not be offered or sold, directly or indirectly, in the United States or to, or for the account or benefit of, any US Person, unless an exemption from such registration applies.

**LODGEMENT**

Deliver your completed Application Form with cheque/s attached to the following address:  
Asian Masters Fund Offer  
c/- Walsh & Company

**POSTAL**

GPO Box 575  
Canberra ACT 2601

**HAND DELIVERED**

**Canberra** - Level 1, 73 Northbourne Avenue, Canberra ACT 2601  
**Sydney** - Level 15, 100 Pacific Highway, North Sydney NSW 2060  
**Melbourne** - Level 2, 250 Victoria Parade, East Melbourne VIC 3002

It is not necessary to sign or otherwise execute the Application Form. If you have any questions as to how to complete the Application Form, please contact Walsh & Company on **1300 454 801**.

Privacy Statement: Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a Shareholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your Share holding and if some or all of the information is not collected then it might not be possible to administer your Share holdings. Your personal information may be disclosed to the entity in which you hold Shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website ([www.boardroom.com.au/privacy.html](http://www.boardroom.com.au/privacy.html))

# GUIDE TO THE APPLICATION FORM

## YOU SHOULD READ THIS PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using **BLOCK LETTERS**. These instructions are cross-referenced to each section of the Application Form.

<b>A &amp; B</b>	If applying for Shares insert the number of Shares for which you wish to subscribe at <b>Item A</b> . Multiply by the Application Price of A\$1.30 per Share to calculate the total for Shares and enter the A\$ amount at <b>Item B</b> .	<b>G</b>	<b>US Person</b> includes; a partnership or corporation organised in the United States or under the laws of the United States or a trust where a court within the United States would have authority under applicable law to render orders or judgments concerning substantially all issues regarding administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or an estate of a decedent that is a citizen or resident of the United States.  <b>Financial Institution for the purposes of FATCA</b> means a Financial Institution such as a Custodial Institution, Depository Institution, Investment Entity or Specified Insurance Company under FATCA rules and regulations that is required to have a Global Intermediary Identification Number ( <b>GIIN</b> ) issued by the US Internal Revenue Service.
<b>C</b>	Write your <b>full name</b> . Initials are not acceptable for first names.	<b>cont.</b>	
<b>D</b>	Enter your <b>postal address</b> for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.	<b>H</b>	Complete cheque details as requested. Make your cheque payable to <b>"Asian Masters Fund"</b> and crossed <b>"Not Negotiable"</b> . Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
<b>E</b>	If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.  <b>NB: your registration details provided must match your CHESS account exactly.</b>	<b>I</b>	Enter your <b>telephone number</b> so we may contact you regarding your Application Form or Application.
<b>F</b>	Enter your <b>Australian tax file number</b> ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN/ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.	<b>J</b>	Enter your <b>email address</b> so we may contact you regarding your Application Form or Application or other correspondence.
<b>G</b>	<b>FATCA definitions</b> <b>US Citizen</b> means a citizen of the United States of America.  <b>Resident of the US for Tax Purposes</b> includes (but is not limited to) someone who has a lawful permanent resident status in the United States (e.g. a "green card" holder) or someone who is considered a US taxpayer under the applicable US tax laws.	<b>K &amp; L</b>	The Company encourages you to receive Shareholder correspondence and the Annual Report electronically. The benefit to Shareholders are in the potential cost savings and the faster delivery of information. The benefits to the environment are also substantial.

## CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person/s, companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

TYPE OF INVESTOR	CORRECT FORM OF REGISTRABLE TITLE	INCORRECT FORM OF REGISTRABLE TITLE
INDIVIDUAL	Mr John David Smith	J D Smith
COMPANY	ABC Pty Ltd	ABC P/L or ABC Co
JOINT HOLDINGS	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
TRUSTS	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
DECEASED ESTATES	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
PARTNERSHIPS	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
CLUBS/ UNINCORPORATED BODIES	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
SUPERANNUATION FUNDS	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund



