

THORNEY OPPORTUNITIES LTD

ACN 080 167 264

ASX Announcement: **23 October 2015**

ASX Code: **TOP**

THORNEY OPPORTUNITIES LTD NOTICE OF 2015 ANNUAL GENERAL MEETING

Pursuant to ASX Listing Rule 3.17 please find following a copy of documents which have been mailed to shareholders today:

Notice of Annual General Meeting
to be held:

Tuesday, 24 November 2015,
at 11:00am AEDT at the offices of
Arnold Bloch Leibler
Level 21, 333 Collins Street
Melbourne Vic 3000

Copy of Proxy form

A copy of the Thorney Opportunities Ltd 2015 Annual Report can be downloaded from the TOP website: <http://www.thorneyopportunities.com.au/annualreport2015.pdf>

Please direct enquiries to:
Craig Smith
Company Secretary

Level 39, 55 Collins Street, Melbourne Vic 3000
Telephone + 61 3 9921 7116 Facsimile + 61 3 9921 7100

THORNEY OPPORTUNITIES LTD

ACN 080 167 264

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2015 Annual General Meeting of Thorney Opportunities Ltd (TOP) will be held at:

Venue: Arnold Bloch Leibler,
Level 21,
333 Collins Street
Melbourne Vic 3000
Date: Tuesday, 24 November 2015
Time 11:00 am (AEDT)

Items of business:

1. Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2015.

2. Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"To adopt the 2015 Remuneration Report for the year ended 30 June 2015."

3. Re-election of Director – Henry Lanzer AM

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

"That, Henry Lanzer who retires by rotation in accordance with rule 7.1(g) of Thorney Opportunities Ltd's Constitution, being eligible, be re-elected as a Director of TOP."

By Order of the Board



CRAIG SMITH ACIS, CPA
Company Secretary
20 October 2015

VOTING RESTRICTIONS

Item 2

A vote must not be cast (in any capacity) on Item 2 by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report (“KMP”), or their closely related parties.

However, a vote may be cast on Item 2 by such a person as proxy for a person entitled to vote on Item 2, and either:

- ☐ the proxy appointment is in writing and specifies how the proxy is to vote on Item 2; or
- ☐ the proxy is the Chairman of the meeting ; and
 - ☐ the appointment does not specify the way the proxy is to vote on Item 2; and
 - ☐ the appointment expressly authorises the Chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP.

If you appoint the Chairman of the meeting as your proxy on Item 2 or the Chairman is appointed your proxy by default, and you do not direct your proxy on how to vote on that resolution, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if that resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman of the meeting intends to vote undirected proxies in favour of Item 2.

INFORMATION FOR SHAREHOLDERS ATTENDING AND VOTING AT THE AGM

A shareholder is eligible to vote at the AGM if they are registered as a holder of shares in TOP at 7.00pm AEDT on Sunday 22 November 2015.

A personalised proxy form accompanies this Notice of Annual General Meeting.

If you attend the AGM, please bring your personalised proxy form with you. The proxy form will help you to register at the AGM. If you do not bring your proxy form with you, you will still be able to attend and vote at the AGM but representatives from Boardroom Pty Limited (the “Share Registry”) will need to verify your identity.

Shareholder questions

If you are entitled to vote at the AGM, you may submit written questions for Thorney Opportunities Ltd or the Auditor. Please ensure that your written questions are received by the Share Registry by Tuesday 17 November 2015.

Appointing proxies and powers of attorney

If you are entitled to vote at the AGM, you can appoint a proxy or attorney to attend and to vote on your behalf. A proxy or attorney does not need to be a shareholder in TOP and may be an individual or a body corporate.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes each proxy or attorney is appointed to exercise. If no proportion or number is specified, each proxy or attorney may exercise half of your votes. If you wish to appoint two proxies, please contact the Share Registry on 1300 737 760 (within Australia) or + 612 9290 9600 (outside Australia) to request a second proxy form.

Voting by proxies

Under the Corporations Act, if the proxy form directs the proxy how to vote on a particular resolution:

- ☐ the proxy does not need to vote on a show of hands but if the proxy does vote on a show of hands, the proxy must vote as directed (subject to any voting exclusions);
- ☐ if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- ☐ a proxy who is not the Chairman of the meeting does not need to vote on a poll but if the proxy does vote on a poll, the proxy must vote as directed (subject to any applicable voting restrictions); and
- ☐ if the proxy is the Chairman of the meeting, the proxy must vote on a poll and must vote as directed.

Default to the Chairman of the meeting

If:

- ☐ a poll has been called on a resolution; and
- ☐ a shareholder has appointed a proxy other than the Chairman of the meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and
- ☐ the shareholder's proxy either:
 - ☐ does not attend the AGM; or
 - ☐ attends the AGM but does not vote on the resolution,

then the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the meeting must vote in accordance with the written direction of that shareholder.

Lodging your proxy form

Your completed proxy form must be received by the Share Registry no later than 11:00am AEDT on Sunday 22 November 2015. You can lodge your completed proxy form with the Share Registry in person, by post or by fax:

In person:

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

By post:

Thorney Opportunities Ltd
c/- Boardroom Pty Limited
GPO Box 3993
Sydney, NSW 2001

By fax:

Boardroom Pty Limited
+61 2 9290 9655

Online: www.votingonline.com.au/thorneyAGM2015

Powers of attorney

If you have appointed an attorney to attend and vote at the AGM, or if your proxy form is signed by an attorney, you must provide the power of attorney (or a certified copy of the power of attorney) to the Share Registry before 4.00pm AEDT on Sunday 22 November 2015, unless this document has previously been lodged with the Share Registry.

You may deliver the power of attorney to the Share Registry by mail (Thorney Opportunities Ltd c/- Boardroom Pty Limited, GPO Box 3993, Sydney, NSW, 2001) or in person (Level 12, 225 George Street, Sydney, NSW 2000).

Corporate representatives

A corporate shareholder may appoint a person to act as its representative. The representative must bring a properly executed letter or other document, such as an "Appointment of Corporate Representative" confirming that they are authorised to act as a corporate representative at the AGM.

Shareholders can obtain an "Appointment of Corporate Representative" by calling 1300 737 760 within Australia or +61 2 9290 9600 outside Australia between 9.00am and 5.00pm AEDT.

Item 1 – Financial Statements and Reports

The Corporations Act requires that the Financial Report, the Directors' Report and Auditor's Report be considered at the AGM. Shareholders are not required to vote on these reports.

The Chairman of the meeting will give shareholders a reasonable opportunity to ask questions about, and make comments on, the operations and management of TOP. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's Report.

Item 2 – Remuneration Report

The 2015 Remuneration Report outlines the Key Management Personnel remuneration arrangements of the Company in accordance with the requirements of the Corporations Act 2001 and its Regulations for the financial year ended 30 June 2015.

The 2015 Remuneration Report is included in TOP's 2015 Annual Report. It is also available on TOP's website at www.thorneyopportunities.com.au.

The Chairman of the meeting will give shareholders a reasonable opportunity to ask questions about or make comments on the 2015 Remuneration Report.

The vote on the 2015 Remuneration Report is advisory and will not bind TOP or its Directors. However, the Board will take the outcome of the vote into consideration when reviewing the future remuneration practices and policies of TOP.

The Board recommends that shareholders vote in favour of this resolution.

Subject to the voting restrictions set out on page 2, the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Item 3 – Re-election of Henry Lanzer AM

Henry Lanzer AM is being put forward for re-election because, under the ASX Listing Rules, there must be an election of directors each year.

Henry Lanzer AM B.Com., LLB (Melb) retires by rotation in accordance with rule 7.1(g)(3) of TOP's Constitution and, being eligible, offers himself for re-election.

Mr Lanzer is a non-independent non-executive director of Thorney Opportunities Ltd and is Chairman of TOP's Audit and Risk Committee.

Mr Lanzer is Managing Partner of Arnold Bloch Leibler - a leading Australian commercial law firm - and has over 30 years' experience in providing legal and strategic advice to some of Australia's leading companies.

Mr Lanzer is also a Director of Premier Investments Ltd, a Director of Just Group Limited and a director of the TarraWarra Museum of Art. He is a Life Governor of the Mount Scopus College Council.

In June 2015 Mr Lanzer was appointed as a Member of the Order of Australia.

The Board (other than Mr Lanzer) recommends that shareholders vote in favour of Mr Lanzer's re-election.

The Chairman for this Resolution intends to vote undirected proxies in favour of this resolution.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Sunday, 22 November 2015.**

🖨 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/thorneyagm2015
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Sunday, 22 November 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** www.votingonline.com.au/thorneyagm2015
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Thorney Opportunities Ltd** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the offices of **Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, Victoria 3000 on Tuesday, 24 November 2015 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Item 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Item 2 is connected with the remuneration of a member of the key management personnel for Thorney Opportunities Ltd.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Item 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	To Adopt the Remuneration Report	☐	☐	☐
Item 3	To re-elect Mr Henry Lanzer as a Director	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015