

Monash Absolute Investment Company Limited

Date: 5 September 2022

Monash Absolute Investment Company (MA1, Company) Notice of General Meeting – Recommended Member’s Voluntary Liquidation

Dear fellow shareholders,

On behalf of the Board of the Company, I am pleased to present to you the attached notice of a **General Meeting** in relation to the Company’s liquidation (**Recommended Member’s Voluntary Liquidation**).

Background

Last year we successfully restructured MA1, which was a listed investment company (LIC). Most of its assets were distributed to you as MAAT units. These are units in the Monash Absolute Active Trust (Hedge fund) ASX: MAAT, which is an Exchange Traded Managed Fund (ETMF). You also received fully franked cash dividends to exhaust its franking credits. We have now sold most of the Company’s pre-IPO holdings and we are now in a position to declare its final dividend and liquidation.

The restructure from an LIC to an ETMF has been good for our shareholders. The persistent NTA discount has been eliminated, liquidity is no longer a problem, and its governance now falls under regulations specifically designed by ASIC for investment products. Those of you who have retained your holdings in MAAT since the restructure have also benefitted from an investment that has outperformed the ASX Small Ords despite a volatile market.

In February last year, at the EGM that approved the restructuring proposal we set out to deliver about \$1.46 in value (before expenses) to investors via units in MAAT, cash dividends and franking credits. This has now largely been completed. All that remains is a final dividend to shareholders, before the company is voluntarily wound up by the liquidator.

The Board is pleased to announce a final dividend of 4.4 cents per share to be paid on 21st September 2022. As we had already almost completely exhausted our franking credits with the previous MA1’s dividends this dividend will be largely unfranked.

Board Recommendation

The Board recommends that the Company’s shareholders vote in favour of all the resolutions in relation to the voluntary winding up of the Company, and the appointment of liquidator.

General Meeting

The General Meeting will be held:

Location: DW Advisory, Level 2, 16 Spring Street, SYDNEY NSW 2000

Meeting Date: 29 September 2022

Meeting Time: 11.00am

Monash Absolute Investment Company Limited

In accordance with the section 110D Corporations Act 2001 the Company will not be dispatching physical copies of the Notice. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

This means that:

- You can access the Meeting Materials online at the Company's website www.monashinvestors.com or at our share registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form.

If you are unable to access the Meeting Materials online please contact our share registry Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday, to arrange a copy.

Members are urged to attend or vote by lodging the enclosed proxy form



Paul Clitheroe AM
Independent Chairman

FORM 529
CORPORATIONS ACT 2001

NOTICE OF MEETING OF MEMBERS

MONASH ABSOLUTE INVESTMENT COMPANY LIMITED
A.C.N. 610 290 143 (the Company)

NOTICE IS GIVEN that a meeting of the members of the Company will be held:

Location: DW Advisory, Level 2, 16 Spring Street, Sydney NSW 2000
Meeting Date: 29 September 2022
Time: 11.00am

The purpose of the meeting is to consider the following resolutions:

Special Resolutions: "That the Company be wound up voluntarily."

"That the Liquidator be and is hereby authorised to divide amongst the members in specie, the whole or any part of the property of the Company."

Ordinary Resolutions: "That Paul Gerard Weston, Chartered Accountant, be and is hereby appointed to act as Liquidator of the Company for the purpose of such winding up."

"That the Liquidator is hereby authorised to exercise any of the powers given by paragraphs 477(1)(b), (c) and (d) and 477(2)(c) of the Corporations Act 2001 to a Liquidator in a winding up by the Court."

"That the remuneration of the Liquidator and his staff are all proper costs, charges and expenses of, and incidental to the winding up, and are approved in the fixed amount of \$27,000, plus GST and disbursements, in accordance with the Remuneration Approval Report provided by DW Advisory."

"That subject to obtaining the approval of the Australian Securities and Investments Commission pursuant to Section 542(4) of the Corporations Act 2001, the books and records of the company and of the Liquidator be disposed of by the Liquidator six months after the dissolution of the Company or earlier at the discretion of the Australian Securities and Investments Commission."

Members are urged to attend or vote by lodging the enclosed proxy form.

DATED this 5th day of September 2022



The Directors by resolution of the Board

Lodging Party or Agent Name DW Advisory
 Address Level 2, 16 Spring Street
 SYDNEY NSW 2000
 Telephone (02) 9234 0444
 Facsimile (02) 9234 0455

ASS • REQ-A •
 CASH • REQ-P •
 PROC •

Australian Securities and Investments Commission

Form **520**

Declaration of Solvency

Corporations Act 2001
494(1) & (2)

Company Name MONASH ABSOLUTE INVESTMENT COMPANY LIMITED
 ACN or ARBN 610 290 143

Declaration

The person(s) listed below

I/We constitute a majority of the directors of the company, and
 I/We have enquired into the affairs of the company.

At a meeting of directors, I/We have formed the opinion that the company will be able
 to pay its debts in full within 12 months of the commencement of winding up.

A correct statement of the company's assets and liabilities as at the latest practicable
 date (specified on the statement) before the making up of this declaration is
 set out on page 2 of this form
 set out in the annexure marked (A)

Statement of assets and liabilities (show amounts to the nearest \$)

date of statement (d/m/y) 30 June 2022

Assets	estimated realisable values \$
cash at bank	2,266,461
cash at hand	
marketable securities	
bills receivable	52,111
trade debtors	
loans and advances	
unpaid calls	
stock in trade	
work in progress, as detailed in inventory	
freehold property	
leasehold property	
plant and machinery	
furniture, fittings, utensils, etc	
patents, trade makes, etc	
investments other than marketable securities	219,501
other property, as detailed in inventory	
estimated realisable value of assets	2,538,073

Statement of assets and liabilities

(show amounts to the nearest \$)

continued

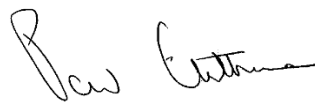
Liabilities	rank for payment \$
secured on specific assets	
secured by floating charge(s)	
estimated expenses of winding up other estimated expenses (including interest accruing until payment of debts in full)	86,000
unsecured creditors (amounts estimated to rank for payment) trade accounts bills payable accrued expenses other liabilities	74,077
contingent liabilities	
total of liabilities	160,077
estimated surplus after paying debts in full	2,377,996

Signatures

Paul Hugh Clitheroe

1

Sign here



date 25 August 2022

Suvan Tusith De Soysa

2

Sign here



date 25 August 2022

Simon Shields

3

Sign here



date 25 August 2022



Ref: PGW:DC:vk

18 August 2022

REMUNERATION APPROVAL REPORT

MONASH ABSOLUTE INVESTMENT COMPANY LIMITED

ACN 610 290 143 (the Company)

PROPOSED MEMBER'S VOLUNTARY LIQUIDATION

1. Introduction

I have been requested to consent to act as Liquidator for proposed members' voluntary liquidation of the Company. This report is to assist members with understanding how remuneration is calculated and paid in this administration.

I intend to seek the approval of members for my proposed remuneration if I am appointed. In compliance with the Australian Restructuring Insolvency & Turnaround Association (**ARITA**) Code of Professional Practice and the requirements of the *Corporations Act 2001 (the Act)*, I set out below my remuneration report for the period of the liquidation.

2. Declaration

I, Paul Weston of DW Advisory have undertaken a proper assessment of this remuneration claim for my appointment as liquidator of the Company in accordance with the law and applicable professional standards. I am satisfied that the remuneration claimed is in respect of necessary work to be properly performed in the conduct of the liquidation.

3. Remuneration Methods

There are four basic methods that can be used to calculate the remuneration charged by an insolvency practitioner. They are:

- A. Time based / hourly rates:** This is the most common method. The total fee charged is based on the hourly rate charged for each person who carried out the work multiplied by the number of hours spent by each person on each of the tasks performed.
- B. Fixed Fee:** The total fee charged is normally quoted at the commencement of the administration and is the total cost for the administration. Sometimes a practitioner will finalise an administration for a fixed fee.
- C. Percentage:** The total fee charged is based on a percentage of a particular variable, such as the gross proceeds of assets realisations.
- D. Contingency:** The practitioner's fee is structured to be contingent on a particular outcome being achieved.

4. Method proposed

Given the nature of this administration I propose that my remuneration will be calculated as a fixed fee. The reason for this method is to provide certainty regarding the winding up costs during the winding up of the Company.

5. Remuneration Sought

To date, no remuneration has been approved in this proposed liquidation. This remuneration report details approval sought for the following fees:



Period	Amount (excl. GST)
Current remuneration approval sought: Member's Voluntary Liquidation	
Remuneration of the Liquidator from appointment to completion	\$27,000.00

Please refer to **Annexure 1** for details of the calculation and composition of the remuneration approval sought.

In a members' voluntary liquidation, approval of the liquidator's remuneration is by resolution of members.

I intend to draw the remuneration at the commencement of the liquidation. If no funds are available at the commencement of the liquidation, I intend to draw the remuneration when funds become available.

6. Disbursements

Disbursements are divided into three types:

- **Externally provided professional services** - these are recovered at cost. An example of an externally provided professional service disbursement is legal fees.
- **Externally provided non-professional costs** - these are recovered at cost. Examples of externally provided non-professional costs are travel, accommodation and search fees.
- **Internal disbursements** such as photocopying, printing and postage. These disbursements, if charged to the liquidation, would generally be charged at cost; though some expenses such as telephone calls, photocopying and printing may be charged at a rate which recoups both variable and fixed costs. The recovery of these costs must be on a reasonable commercial basis.

I am not required to seek member approval for expenses paid to third parties or for disbursements where I am recovering a cost incurred on behalf of the administration, but I must account to members. I must be satisfied that these expenses and disbursements are appropriate, justified and reasonable.

I am required to obtain member's consent for the payment of a disbursement where I, or a related entity of myself, may directly or indirectly obtain a profit. I do not intend to seek reimbursement for internal disbursements in this liquidation.

7. Statement of Remuneration Claim

At the forthcoming meeting of members, members will be asked to pass the following resolution:

"That the remuneration of the Liquidator and his staff are all proper costs, charges and expenses of, and incidental to the winding up, and are approved in the fixed amount of \$27,000, plus GST and disbursements, in accordance with the Remuneration Approval Report provided by DW Advisory."

8. Information Sheet

Although not specifically relevant in this instance as the liquidation of the Company is a members' voluntary liquidation, I note that ASIC has produced a document entitled *"Approving fees: a guide for creditors"* that can be downloaded from the ASIC web site www.asic.gov.au. Alternatively, a copy can be obtained if you contact this office.

9. Queries

Should you have any queries, please contact Vicky Kwong of this office on (02) 9234 0444 or email vicky@dwadvisory.com.au.

Dated 19 August 2022



PAUL G WESTON
Principal

Encl.

ANNEXURE 1

Description	Work to be completed
Assets	
Cash	<ul style="list-style-type: none">• Correspond with banks to take control of company's bank accounts• Close company pre-appointment bank accounts
Shares	<ul style="list-style-type: none">• Review information regarding the company's unlisted shareholdings and ascertain if there are any restrictions on its sale• Tasks associated with identifying potential parties interested in acquiring the unlisted shareholdings held by the company• Tasks associated with liaising with interested parties regarding proposed offers and other issues• Tasks associated with documenting and effecting a sale of shares
Estimated cost: \$17,000.00 (excl. GST)	
Creditors	
Secured Creditor	<ul style="list-style-type: none">• Conduct search of Personal Property Securities Register for any secured charges registered against the company• If applicable, notify secured creditor of the appointment• If applicable, Liaise with the secured creditor regarding their security interest
Unsecured Creditors	<ul style="list-style-type: none">• Advertise for submission of creditor claims on the ASIC Published Notices• Seek tax clearance from the Australian Taxation Office• Liaise with the Australian Taxation Office and accountants for matters relating to tax clearance• If applicable, attend to creditor queries and correspondence
Reports	<ul style="list-style-type: none">• If applicable, prepare and issue initial circular to creditors notifying of the appointment and dividend report after 3 months
Shareholder Enquiries	<ul style="list-style-type: none">• Respond to any shareholder enquiries
Estimated cost: \$3,000.00 (excl. GST)	
Dividend	
Creditor Dividend	<ul style="list-style-type: none">• If required, advertise intention to declare dividend to creditors• If required, adjudicate on any creditor claims• If required, liaise with creditors regarding their proofs of debt• If required, prepare dividend calculation for creditors• If required, prepare correspondence to creditors regarding declaration of dividend
Shareholder Distribution	<ul style="list-style-type: none">• Review copy of the constitution of the company and share holdings• If required, prepare calculation of the distribution to shareholders• If required, prepare distribution statement and payment of distribution to members
Estimated cost: \$1,000.00 (excl. GST)	
Administration	
File Maintenance	<ul style="list-style-type: none">• File documents
Planning / Review	<ul style="list-style-type: none">• Complete office checklists and procedures• Discuss status of administration

Description	Work to be completed
Appointment	<ul style="list-style-type: none"> • Complete file review • Advertise appointment on ASIC Published Notices • Liaise with company's suppliers regarding termination of services • Liaise with directors and key staff members regarding issues relating to the liquidation • Respond to queries from directors and other key staff members
Administer Bank Account	<ul style="list-style-type: none"> • Prepare correspondence to open liquidation bank account • Prepare cheque requisitions and payment vouchers • Reconcile liquidation bank account
ASIC Reporting	<ul style="list-style-type: none"> • Notify ASIC of notification of appointment • Lodge required forms with ASIC
ATO Reporting	<ul style="list-style-type: none"> • Notify ATO of the appointment • Complete BAS for liquidation period
Finalisation	<ul style="list-style-type: none"> • Complete finalisation checklists • Prepare and lodge end of administration return with ASIC • Notify ATO regarding the finalisation of the liquidation
Books and Records Maintenance	<ul style="list-style-type: none"> • Send job files to storage
Estimated cost: \$6,000.00 (excl. GST)	
TOTAL COST: \$27,000.00 (excl. GST)	