

**Australian Masters Corporate Bond Fund No 4 Limited  
(ACN 134 738 533)  
Notice of General Meeting**

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Notice is given that the General Meeting of Members of Australian Masters Corporate Bond Fund No 4 Limited (**Company**) will be held as follows:

Date: **Wednesday, 19 June 2013**  
Time: **10:00am (AEST)**  
Venue: Level 7, 100 Pacific Highway, North Sydney NSW 2060

**Special Business**

**1. Voluntary Winding-up**

To consider, and if thought fit, pass the following resolution as a **special resolution**:

*"That the Company be wound-up voluntarily and that the joint and several liquidators be authorised to divide among the Members in specie, the whole or any part of the property of the Company and for that purpose set such value as they consider fair upon any property to be so divided and determine how the division is to be carried out as between the Members".*

**2. Liquidators**

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

*"That, conditional on Resolution 1 being passed, John Vouris and Bradley Tonks be nominated to act as joint and several Liquidators of the Company for the purpose of such winding-up."*

**3. Costs of Liquidator**

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

*"That, conditional on Resolution 1 and 2 being passed, the joint and several liquidators, partners and staff (including the costs of convening the meeting of Members) are all proper costs, charges and expenses of and incidental to the winding-up, and that those costs be fixed on a time basis calculated in accordance with the rates of Lawler Partners schedule of hourly rates as at 1 July 2011 to a limit of \$15,000 plus GST, and that the joint and several liquidators be entitled to apply any GST refunds against same at any time including after the finalisation of the winding-up."*

**4. Books and Records of the Company**

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

*"That, conditional on Resolution 1 and 2 being passed, 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 joint and several liquidators be disposed of by the joint and several liquidators 6 months after the dissolution of the Company."*

**Other Information**

An explanatory memorandum accompanies and forms part of this Notice of General Meeting.

All Members should read the Explanatory Memorandum carefully and in its entirety. Members who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

The Company anticipates that a final distribution will be paid to Shareholders prior to its winding-up.

## **Proxies**

A Member entitled to attend and vote at this Meeting is entitled to appoint not more than 2 proxies to attend and vote in his/her stead.

A proxy need not be a Member of the Company.

If the Member appoints 2 proxies, the Member may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the votes. If the specified proportion or number of votes exceed that which the Member is entitled to, each proxy may exercise half of the Member's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies must be:

- (a) lodged by posting them or delivering them by hand to the address specified below;
- (b) received at the fax number specified below; or
- (c) registered online at [www.boardroomlimited.com.au/vote/amcbf4gm2013](http://www.boardroomlimited.com.au/vote/amcbf4gm2013);

not later than 48 hours before the Meeting i.e. 10:00am (AEST) on **Monday, 17 June 2013**.

Address: Level 7, 207 Kent Street, Sydney NSW 2000

Fax number: (02) 9290 9655

A form of proxy is provided with this Notice.

## **Entitlement to Vote**

In accordance with section 1074E(2)(g)(i) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all Shares in the Company will be taken to be held by the persons who held them as registered holders at 7:00 pm on Monday, 17 June 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Karen Luu  
Company Secretary  
24 May 2013

**Australian Masters Corporate Bond Fund No 4 Limited  
(ACN 134 738 533)  
Explanatory Memorandum**

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This Explanatory Memorandum relates to the General Meeting of the Company to be held at **Level 7, 100 Pacific Highway, North Sydney NSW 2060** on **Wednesday, 19 June 2013** at **10:00am**.

**Resolution 1 – Voluntary Winding-up**

Resolution 1 authorises the Company to be wound-up and joint and several liquidators to divide among the Members *in specie*, the whole or any part of the property of the Company and for that purpose set such value as they consider fair upon any property to be so divided and determine how the division is to be carried out as between the Members.

The Company disclosed in its Information Memorandum dated 11 April 2011 that it would seek Shareholder approval to wind-up the Company following the maturity of the longest dated underlying corporate bond or the sale of the last of the corporate bonds held in the Company's portfolio.

On 5 December 2012, the Company announced details of the final capital return. The Company distributed the funds from the final capital return on 11 January 2013 and as a result the net issued capital per Share has been repaid to investors in full. Prior to the winding-up of the Company, it is anticipated that a final distribution will be paid to Shareholders. It is unlikely that following the winding-up of the Company that there will be any residual assets held by the Company, and therefore it is unlikely there will be any further distributions paid to Shareholders.

The Board considers that the voluntary winding-up is consistent with the overall exit strategy disclosed to Shareholders in Section 1.3 of the Information Memorandum and the prospectus dated 5 May 2009. The Company was structured with a defined term and an explicit mandate to return all available capital to Shareholders, subject to their approval, as and when the underlying corporate bonds mature or are sold.

If this resolution is passed, a transfer of Shares or an alteration in the status of Members of the Company will be void unless the joint and several liquidators give written consent and that consent is unconditional or if the consent is subject to conditions, those conditions have been satisfied or the transfer of Shares or the alteration in the status of the Member of the Company is authorised by the Court.

Pursuant to Section 491(1) of the Corporations Act 2001, this resolution must be passed as a special resolution. To be approved as a special resolution, not less than 75% of the votes which are cast on Resolution 1 must be cast in favour of this resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

**Resolution 2 – Liquidators**

On the condition that Resolution 1 is passed, Resolution 2 authorises the Company to appoint John Vouris and Bradley Tonks to act as joint and several liquidators of the Company.

At a recent meeting of the Directors, the Directors resolved that at this General Meeting of Members, the Members consider a resolution to place the Company into voluntary liquidation and that John Vouris and Bradley Tonks be appointed to act as joint and several liquidators.

Resolution 2 must be passed as an ordinary resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

**Resolution 3 – Costs of Liquidator**

On the condition that Resolutions 1 and 2 are passed, Resolution 3 authorises that the joint and several liquidators, partners and staff costs (including the costs of convening the meeting of Members) are all proper costs, charges and expenses of and incidental to the winding-up, and that those costs be fixed on a time basis calculated in accordance with the rates of Lawler Partners schedule of hourly rates as at 1 July 2011 to a limit of \$15,000 plus GST, and that the joint and

several liquidators be entitled to apply any GST refunds against same at any time including after the finalisation of the winding-up.

The Company disclosed in its Information Memorandum that it was anticipated that professional advisors' fees required to effect a solvent voluntary winding-up of the Company will be in the order of \$15,000 plus GST.

Any surplus funds that remain in the Company will be distributed to Shareholders after paying costs associated with the voluntary winding-up and absolving all outstanding liabilities of the Company.

Resolution 3 must be passed as an ordinary resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

#### **Resolution 4 – Books and Records of the Company**

On the condition that Resolutions 1 and 2 are passed, Resolution 4 authorises, subject to obtaining the approval of the Australian Securities and Investments Commission (**ASIC**) pursuant to Section 542(4) of the Corporations Act 2001, the books and records of the Company and of the joint and several liquidators be disposed of by the joint and several liquidators 6 months after the dissolution of the Company.

Section 542(3)(b) of the Corporations Act 2001 provides that subject to ASIC's approval the books and records of the Company and of the joint and several liquidators may be destroyed within a period approved by the Members.

Resolution 4 must be passed as an ordinary resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

**Glossary**

**Board** means the board of Directors of the Company.

**Company** means Australian Masters Corporate Bond Fund No 4 Limited (ACN 134 738 533).

**Constitution** means the constitution of the Company.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director of the Company.

**Explanatory Memorandum** means this explanatory memorandum to the Notice.

**Information Memorandum** means the information memorandum for the Company dated 11 April 2011.

**Meeting** means this General Meeting.

**Member** means a Shareholder of the Company.

**Notice** means this notice of meeting.

**Resolution** means a resolution to be considered at the Meeting.

**Share** means an ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.