

Dear Shareholder

I am pleased to invite you to the Annual General Meeting (“**AGM**”) of Platinum Capital Limited (the “**Company**”), which will take place at **10:00am (AEDT)** on **Thursday, 27 October 2016** held in **Ballroom 4 at The Westin Sydney, 1 Martin Place, Sydney, NSW**.

Enclosed are the Notice of Meeting, Explanatory Memorandum, important Voting Information and Proxy Form. The Board advises shareholders that there are a number of important resolutions to be considered at the AGM and recommends that shareholders read the Notice of Meeting carefully. In particular, shareholders will be asked to vote on the re-appointment of Bruce Coleman as a Director and adoption of the 2016 Remuneration Report. A summary of the 2016 Remuneration Report is outlined in the Explanatory Memorandum on page 3.

If you decide to attend the meeting, please bring this letter with you to facilitate registration prior to the meeting.

If you are unable to attend the meeting, you may appoint a proxy. You can do so by completing the enclosed Proxy Form and returning it in the enclosed reply paid envelope (for Australian residents only) or faxing it (+61 3 9473 2555) to the Company’s Share Registrar. Alternatively, you can appoint a proxy online at [www.investorvote.com.au](http://www.investorvote.com.au). You must appoint your proxy (online or by returning the Proxy Form to the Company’s Share Registrar) so that it can be received no later than **10:00am (AEDT) on Tuesday, 25 October 2016**.

Corporate shareholders may appoint an individual representative to attend the AGM on the corporate entity’s behalf. Such representatives must bring their authorities of appointment to the AGM. An “Appointment of Corporate Representative” form is available from the Company’s Share Registrar or may be printed from [www.investorcentre.com](http://www.investorcentre.com)

You may submit questions in advance of the meeting by emailing [invest@platinum.com.au](mailto:invest@platinum.com.au).

Yours faithfully

Andrew Stannard  
Company Secretary  
13 September 2016

## **NOTICE OF MEETING**

Notice is given that the Annual General Meeting (“**AGM**”) of Platinum Capital Limited (the “**Company**”) will be held in **Ballroom 4 at The Westin Sydney, 1 Martin Place, Sydney, NSW** on **Thursday, 27 October 2016** commencing at **10:00am (AEDT)**. The business to be considered at the AGM is set out below. The Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

## **ORDINARY BUSINESS**

### **A. Consideration of Financial and Statutory Reports**

To consider the Financial Report of the Company, the Directors’ Report and Auditor’s Report for the financial year ended 30 June 2016.

### **B. Re-appointment of a Director**

#### **Resolution 1 Re-appointment of Bruce Coleman as a Director**

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

‘That Bruce Coleman, retiring from the office of Director in accordance with rule 46(a) of the Company’s Constitution and being eligible for the re-appointment, be re-appointed as a Director of the Company.’

### **C. Remuneration Report**

#### **Resolution 2 Adoption of the Remuneration Report**

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

‘That the Remuneration Report of the Company for the financial year ended 30 June 2016 be adopted.’

Refer to the Explanatory Memorandum for further information on the resolutions.

## **EXPLANATORY MEMORANDUM**

### **Introduction**

The Explanatory Memorandum is intended to provide shareholders with important background information in relation to each item of business. It should be read in conjunction with the Notice of Meeting.

### **Financial and Statutory Reports (Not voted on)**

The Financial Report and the Reports of the Directors and the Auditor for the financial year ended 30 June 2016 will be laid before the AGM, as required by section 317 of the *Corporations Act 2001* (Cth) (the “**Corporations Act**”). The Corporations Act does not require a vote of shareholders on these reports.

The Company’s 2016 Annual Report (which includes the Directors’, Auditor’s and Financial Reports) is available on the Company’s website at [www.platinum.com.au/Our-Funds/Platinum-Capital-Limited/#FinancialStatements](http://www.platinum.com.au/Our-Funds/Platinum-Capital-Limited/#FinancialStatements).

During this item of business, shareholders will be given reasonable opportunity to ask questions and make comments in relation to the financial and statutory reports, the business and management of the Company.

Shareholders will also be given reasonable opportunity to ask a representative of the Company’s Auditor, PricewaterhouseCoopers, questions relevant to the conduct of the audit, the preparation and content of the Auditor’s Report, the accounting policies adopted by the Company in the preparation of the financial statements or the independence of the Auditor in relation to the conduct of the audit.

### **Resolution 1: Retirement and Re-election of Director**

Rule 46(a) of the Company’s Constitution provides that a Director may not hold office for a continuous period (without re-election) past the longer of three years and the third AGM following a Director’s appointment (last election). Upon retirement and where eligible, a Director may stand for re-election.

Mr Bruce Coleman has been the Chairman of the Company since 5 June 2015, and has been a Non-Executive Director since April 2004 and member of the Audit, Risk and Compliance Committee. A summary of Mr Coleman’s qualifications and experience is detailed below.

#### **Mr Bruce Coleman** BSc, BCom, CA, FFin

Mr Coleman has worked in the finance and investment industry since 1986. He was the CEO of MLC Investment Management from 1996 to 2004. Mr Coleman has held various directorships within MLC Limited, Lend Lease and the National Australia Banking group. Mr Coleman is a Non-Executive Director of Platinum Asset Management Limited and in June 2015, Mr Coleman was appointed as Chairman and Non-Executive Director of Platinum Asia Investments Limited.

### **Recommendation**

The Directors (other than the relevant Director in relation to his re-election) recommend that shareholders vote in favour of Resolution 1.

## **Resolution 2: Adoption of the Remuneration Report for the financial year ended 30 June 2016**

The Remuneration Report of the Company for the financial year ended 30 June 2016 forms part of the Directors' Report and is set out on pages 18 to 22 of the Company's 2016 Annual Report, which is available on the Company's website at [www.platinum.com.au/Our-Funds/Platinum-Capital-Limited/#FinancialStatements](http://www.platinum.com.au/Our-Funds/Platinum-Capital-Limited/#FinancialStatements).

A summary of the Remuneration Report for the financial year ended 30 June 2016 is as follows:

- From 1 July 2015, the base pay for the Company Chairman increased to \$60,000 from \$55,000 and other Non-Executive Directors' pay increased to \$55,000 from \$50,000. This was the first increase in 12 years.
- The Company does not pay bonuses to any of its Directors.
- Despite the approval of shareholders to pay Non-Executive Directors remuneration up to \$350,000 per annum, only \$186,150 in aggregate was paid in 2016.
- On 21 August 2015, Kerr Neilson and Andrew Clifford resigned as Managing Director and Executive Director respectively. Both have continued in their positions as current Chief Executive Officer (CEO) and Chief Investment Officer (CIO) of Platinum Investment Management Limited (PIML) (the "Investment Manager"). The Company did not pay Mr Neilson or Mr Clifford any remuneration during the year, and no termination payments were made.

Shareholders will be given a reasonable opportunity at the AGM to ask questions about, and comment on, the Remuneration Report.

A 25% or higher "no" vote on the Remuneration Report at an AGM triggers a reporting obligation on a listed company to explain in its next Annual Report how shareholders' concerns have been addressed.

Therefore, the Board encourages shareholders to read the 2016 Remuneration Report and vote on the important resolution.

### **Recommendation**

The Directors recommend that shareholders vote in favour of Resolution 2.

Key Management Personnel and their Closely Related Parties (listed in the Voting Information section on the following page) are prohibited from voting on Resolution 2. The Key Management Personnel of the Company are the current Directors of the Company.

## VOTING INFORMATION

### Entitlement to attend and vote at the AGM

The Company has determined that for the purposes of ascertaining entitlements to attend and vote at the AGM, the shares in the Company on issue as at **7:00pm (AEDT) on Tuesday, 25 October 2016** will be taken, for the purpose of the AGM, to be held by the persons who hold them as registered members ("**Shareholders**") at that time.

### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by Key Management Personnel ("**KMP**") and their Closely Related Parties ("**CRP**").

However, the Company need not disregard a vote if:

- it is cast by a person including Key Management Personnel as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form and in the absence of the direction, if the Chair is expressly authorised by a person (entitled to vote) to vote as the Chair decides.

A summary of the voting exclusions are set out in the table below.

Resolution	Who is excluded from voting on the Resolution?		
	As a shareholder	As holder of a directed proxy	As holder of an undirected proxy
1. Re-appointment of Bruce Coleman as a Director.	No exclusions.	No exclusions.	No exclusions.
2. Adoption of the Remuneration Report.	KMP and their CRP.	Proxy holder for KMP and their CRP.	Proxy holder for KMP and their CRP.  Chair proxy holder unless there is an express authorization to vote as the Chair decides.

The **Key Management Personnel (KMP)** of the Company are those persons having authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly. KMP of the Company are the current Directors of the Company.

A **Closely Related Party (CRP)** of a member of the KMP means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and maybe expected to influence the member, or be influenced by the member, in the member's dealing with the Company; or
- a company that the member controls.

## Proxies

A shareholder, who is entitled to attend and vote at the AGM, may appoint a proxy to attend and vote at the AGM on the shareholder's behalf. A proxy may be an individual or body corporate and is not required to be a shareholder of the Company. A shareholder, who is entitled to cast two or more votes at the AGM, may appoint two proxies and may specify the percentage or number of votes each proxy is appointed to exercise. Where a shareholder appoints two proxies but does not specify the percentage or number of votes each proxy may exercise, each proxy may exercise half of the appointing shareholder's votes. Fractions of votes will be disregarded.

A shareholder may direct the shareholder's proxy on how to vote on the proposed resolutions by following the instructions on the Proxy Form that accompanies this Notice of Meeting. If the shareholder appointing the proxy directs the proxy on how to vote on a proposed resolution, then the proxy may only vote in the way directed. If the shareholder does not direct the proxy on how to vote on a proposed resolution, then the proxy may vote on that resolution as the proxy thinks fit, subject to the voting exclusions outlined on page 4.

Under the Corporations Act, the Chair of the AGM is able to vote undirected proxies on the Remuneration Report resolution (Resolution 2) if:

- the vote is not cast on behalf of a member of the KMP whose remuneration details are included in the Remuneration Report, or a CRP of such a member; and
- the proxy appointment expressly authorises the Chair to exercise the proxy.

If you appoint any other member of the Board of Directors or their CRP's as your proxy, they will not be able to vote on Resolution 2, unless you have directed them how to vote.

If you wish to appoint a proxy, you must complete the Proxy Form accompanying this Notice of Meeting and lodge your proxy based on one of the following methods:

By Mail: (using reply paid envelope for Australian residents only)	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001
By Fax:	Computershare Investor Services Pty Limited 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
In Person:	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford VIC 3067
Custodian Voting:	For Intermediary Online subscribers only (custodians), please visit <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a> to submit your voting intentions.
Online:	Vote online at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> by following the instructions. You will need your Securityholder Reference Number ("SRN") or Holder Identification Number ("HIN"), which is set out on the enclosed Proxy Form.
Mobile:	By scanning the QR code on the attached Proxy Form. To scan the QR code you will need a QR code reader application, which can be downloaded for free on your mobile device. You will also need you SRN or HIN.

The Proxy Form must be received by Computershare or the Company by no later than **10:00am (AEDT)** on **Tuesday, 25 October 2016**. Proxies received after that time will not be effective for the AGM.

## Attending the meeting in person

Eligible shareholders may attend the meeting and vote in person.

You do not need to submit a Proxy Form, if you are attending the meeting.

You may still attend the meeting and vote in person even if you have voted directly or appointed a proxy.

You will be provided with a voting card on the day. If you have previously submitted a Proxy Form, your attendance will cancel your direct vote (unless you instruct the Company or Computershare otherwise) or suspend your proxy appointment whilst you are present at the AGM.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the AGM. If you do not bring your Proxy Form with you, you can still attend the AGM but representatives from Computershare will need to verify your identity.

### **Corporate Representatives**

A body corporate, which is a shareholder or has been appointed as a proxy of a shareholder, may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. An "Appointment of Corporate Representative" Form is available from the Company's Share Registrar (phone 1300 855 080 or +61 3 9415 4000) or online at [www.investorcentre.com](http://www.investorcentre.com) (select the "Printable Forms" section under the "Help" tab). The representative must bring to the AGM the completed form or evidence of his or her appointment (including the authority under which the appointment is signed).

### **Shareholder Questions**


Questions that are relevant to the business of the AGM (as outlined in this Notice of Meeting) and to be addressed at the AGM can be emailed to [invest@platinum.com.au](mailto:invest@platinum.com.au).

By the order of the Board

Andrew Stannard  
Company Secretary  
13 September 2016

**Lodge your vote:**

 **Online:**  
www.investorvote.com.au

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



### Vote and view the Annual Report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number:**

**SRN/HIN:**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00am (AEDT) on Tuesday, 25 October 2016**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law and subject to the voting exclusions outlined in the Notice of Meeting). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director, who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please email [invest@platinum.com.au](mailto:invest@platinum.com.au).

**GO ONLINE TO VOTE,  
or turn over to complete the form →**



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Platinum Capital Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Platinum Capital Limited to be held at **10:00am (AEDT) on Thursday, 27 October 2016** held in **Ballroom 4 at The Westin Sydney, 1 Martin Place, Sydney, NSW** and at any adjournment of that meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

If the Chairman of the Meeting is your proxy (or becomes your proxy in the event of an undirected proxy), you expressly authorise the Chairman to exercise your proxy on Resolution 2 (Remuneration Report resolution) even though this item is connected with the remuneration of members of key management personnel, which includes the Chairman.

**Important for Resolution 2 below:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Resolution 2 below, the Chairman of the Meeting will vote undirected proxies in favour of Resolution 2.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Re-appointment of Bruce Coleman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_