

ASX Announcement

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ABN 23 106 719 868

10 September 2013
Company Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Letter to Eligible Shareholders – Entitlement Offer

Attached is a copy of the Notice of 2013 Annual General Meeting and associated Proxy Form that was sent to Shareholders of BKI Investment Company Limited on Monday 9 September 2013.

Yours sincerely



Jaime Pinto
Company Secretary

Notice of 2013 Annual General Meeting

11.00am

Thursday 10 October 2013

The Austral Bricks Design Studio,
50 Carrington Street, Sydney, NSW



**BKI INVESTMENT
COMPANY LIMITED**

ABN 23 106 719 868



ABN: 23 106 719 868
Level 2, 160 Pitt Street Mall Sydney NSW 2000
Ph. (02) 9210 7000 Fax. 9210 7999

ANNUAL GENERAL MEETING NOTICE OF MEETING

Notice is hereby given that the Tenth Annual General Meeting of BKI Investment Company Limited (BKI) is to be held at The Austral Bricks Design Studio, 50 Carrington Street, Sydney, NSW 2000 on Thursday 10 October 2013 at 11.00am.

1. Annual Report

To receive and consider the Annual Financial Report and the reports of the Directors and of the Auditor for the financial year ended 30 June 2013.

2. Remuneration Report

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

"THAT the Remuneration Report for the year ended 30 June 2013 be adopted."

Note: Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Directors or the Company except in the circumstances described in Division 9 of Part 2G.2 of the Corporations Act. The Voting Exclusion Statement for this Resolution 2 is set out in the Explanatory Notes

3. Re-Election of Director

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

"THAT Mr AJ Payne, who ceases to hold office in accordance with the Company's Constitution Rule 6.3(c) and, being eligible, offers himself for re-election, be elected as a director of the Company."

4. Approval to refresh the Company's 15% Placement Capacity

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

"THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given for the issues of ordinary shares referred to in the Explanatory Memorandum attached to this Notice of Meeting that have occurred in the 12 months prior to 10 October 2013 not having been previously approved by Shareholders for the purposes of ASX Listing Rule 7.4."

Note: The Voting Exclusion Statement for this Resolution 4 is set out in the Explanatory Notes

5. Other Matters

To consider any other matters that may be brought before the meeting in conformity with the Company's Constitution.

By order of the Board

A handwritten signature in black ink, appearing to read 'Jaime Pinto', is written over a horizontal line.

Jaime Pinto
Company Secretary



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ANNUAL GENERAL MEETING NOTICE OF MEETING

INFORMATION TO SHAREHOLDERS

Voting at the meeting

For the purpose of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities at 7.00pm Australian Eastern Standard Time on Tuesday 8 October 2013 will be taken, for the purpose of the meeting, to be held by the persons who held them at the time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Appointing proxies

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. Where the Chairman is appointed proxy, unless he is restricted from voting on a resolution, he will vote in accordance with the shareholder's directions as specified on the Proxy Form or, in the absence of a direction, in favour of the resolutions contained in the Notice of Meeting.

A shareholder that is entitled to cast two or more votes may appoint no more than two proxies. Where a shareholder wishes to appoint two proxies, an additional Proxy Form may be obtained by contacting the Company's Share Registry.

A shareholder appointing two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and does not specify the percentage of voting rights that each proxy may exercise, the rights are deemed to be 50% each.

Body corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Voting by Proxy

Under the Corporations Act, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

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



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In addition, there are some circumstances where the Chairman of the Meeting will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chairman of the Meeting as their proxy. This will be the case where the appointment of proxy specifies the way the proxy is to vote on a particular resolution, the appointed proxy is not the chair of the meeting, and a poll is called on the resolution, and either of the following applies:

- the proxy is not recorded as attending the meeting; or
- the proxy attends the meeting but does not vote on the resolution.

Lodging your Proxy Form

A personalised Proxy Form accompanies this Notice of Meeting. To be valid, your Proxy Form must be received at the Company's Share Registry by one of the means outlined below by no later than

11:00am, 8 October 2013 (**Proxy Deadline**):

- by mail to: PO Box 1156, Nedlands WA 6909
- in person: 150 Stirling Highway, Nedlands WA 6009
- by facsimile to: 61 (0) 8 9389-7871
- online at: www.advancedshare.com.au

If a shareholder has appointed an attorney to attend and vote at the meeting, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Company's Share Registry before the Proxy Deadline, unless this document has previously been lodged with the Company's Share Registry for notation.



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ANNUAL GENERAL MEETING EXPLANATORY NOTES

These Explanatory Notes have been prepared for the information of shareholders in connection with the business to be conducted at, and form part of the Notice of Meeting for, the Annual General Meeting of the Company to be held at The Austral Bricks Design Studio, 50 Carrington Street, Sydney, NSW 2000 on Thursday 10 October 2013 at 11.00am.

Item 1. - Receive and consider the financial and other reports

This item does not require voting by shareholders. It is intended to provide an opportunity for shareholders as a whole to raise questions on the reports themselves and on the performance and management of the Company.

The Auditors of the Company will be present at the meeting and will be available to answer any questions.

Item 2. - Adopt the Remuneration Report for the year ended 30 June 2013 (ordinary resolution)

The Directors' Report contains within it, a separate and clearly identified section which contains the Remuneration Report. Please refer to the 2013 Annual Report for further details.

The vote on this resolution will be advisory only and does not bind the Directors or the Company except in the circumstances described in Division 9 of Part 2G.2 of the Corporations Act. The vote will, however,

be taken into consideration in determining future remuneration policy for Directors and executives. Shareholders will also be given a reasonable opportunity, as a whole, to ask questions about, and make comments on, the Remuneration Report.

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

As a result of amendments to the Corporations Act known generally as the "two strikes rule", shareholders should note that the result of the vote on this resolution may affect next year's annual general meeting. If 25% or more of the votes cast on this resolution are "against" the resolution at both the 2013 and 2013 annual general meeting of the Company, then a further resolution on whether to hold a meeting to spill the Board would need to be considered at the 2014 annual general meeting.

Voting Exclusion Statement

A vote must not be cast (in any capacity) on Resolution 2 by or on behalf of a member of the Company's key management personnel, whose remuneration details are included in the Remuneration Report (KMP), or a KMP's closely related party. A "closely related party" includes a spouse, dependant and certain other close family members of a KMP, as well as any companies controlled by a KMP.

However, a vote may be cast on Resolution 2 by a KMP as a proxy, or a KMP's closely related party as a proxy, if the vote is not cast on behalf of a KMP or a closely related party and:

- (a) the proxy appointment is in writing and specifies how the proxy is to vote on Resolution 2; or
- (b) the proxy is the chair of the meeting, and:
 - (i) the appointment does not specify the way the proxy is to vote on the resolution; and
 - (ii) the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Company's KMPs.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy how to vote on Resolution 2 on the Proxy Form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if resolution 2 is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.



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ANNUAL GENERAL MEETING EXPLANATORY NOTES

Item 3. - Re-election of a Director (ordinary resolution)

Alexander James Payne, B.Comm, Dip Cm, FCPA, FCIS, FCIM – Non-Executive Director

Mr Payne was appointed a Non-Executive Director upon the Company's formation in October 2003, and has been a member of the Audit Committee since this time. Mr Payne is Chief Financial Officer of Brickworks Limited and has considerable experience in finance and investment.

Special Responsibilities:

- Member of the Audit Committee
- Member of the Investment Committee
- Chairman of the Remuneration Committee

If re-elected, Mr Payne will continue as a Director and be subject to retirement by rotation under BKI's constitution.

The Board, other than Mr Payne, unanimously recommends that shareholders vote in favour of the election of Mr Payne.

Item 4. - Approval to refresh the Company's 15% Placement Capacity (ordinary resolution)

To approve the issues of ordinary shares referred to in below that have occurred in the 12 months prior to 10 October 2013 not having been previously approved by Shareholders for the purposes of ASX Listing Rule 7.4.

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

Voting Exclusion Statement

Under Rule 14.11 of the ASX Listing Rules, the Company will disregard any votes cast on the resolution by any person who participated in the issues of ordinary shares described in the following table and any associates of such persons. However, the Company need not discard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Item 4 seeks the approval of Shareholders for the prior issues of ordinary shares that have occurred in the 12 months prior to 10 October 2013 that have not already been approved by Shareholders for the purposes of ASX Listing Rule 7.4.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, if the number of those securities exceeds 15% of the company's issued capital at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company is seeking Shareholder approval to the issues of securities described in the table on the following page. The Board believes that it is in the best interests of the Company to maintain the ability to issue up to its full placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.



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ANNUAL GENERAL MEETING EXPLANATORY NOTES

Nature of issue	Number of Shares issued	Issue Price	Terms	Allottees	Intended Use of Funds
Issue of Shares pursuant to the placement which completed on 5 September 2013	39,900,000 Shares	\$1.48 per Share	Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares	Professional and sophisticated investors in Australia and New Zealand that are not related parties through a bookbuild process	Provide BKI with additional funds to increase its investment portfolio

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING

In accordance with the Corporations Act 2001, a reasonable opportunity will be given to shareholders, as a whole, to ask questions about or make comments on the management of the Company at the meeting.

Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask the Company's external Auditor questions relevant to:

- (i) the conduct of the audit; and
- (ii) the preparation and content of the Auditor's Report; and
- (iii) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- (iv) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the Auditor if the question is relevant to:

- (a) the content of the Auditor's Report to be considered at the AGM; or
- (b) the conduct of the audit of the Annual Financial Report to be considered at the AGM.

Relevant written questions to the Auditor must be received by no later than 5.00pm (Sydney time) on Wednesday 2 October 2013. A list of those relevant written questions will be made available to shareholders attending the AGM.

If written answers are tabled at the AGM, they will be made available to shareholders as soon as practicable after the AGM.

Please send any written questions for the Auditor to:

BKI Investment Company Limited
Level 2, 160 Pitt Street Mall
Sydney NSW 2000

or by facsimile to +61 (2) 9210-7099

by no later than 5.00pm Sydney Time on Wednesday 2 October 2013.



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VENUE

The 2013 Annual General Meeting is once again being held at the Austral Bricks Design Studio at 50 Carrington Street, SYDNEY. Below is a map of the general area.



ADMISSION TO MEETING

Shareholders who will be attending the meeting, and who will not be appointing a proxy, are asked to bring the proxy form to the meeting to facilitate the admission process.


Shareholders who do not plan to attend the meeting are encouraged to complete the on-line proxy registration process as explained on the proxy form. Alternatively, shareholders can return the proxy form via the various options described on the proxy 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.

Form of Proxy


Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

 **PLEASE NOTE:** This proxy is solicited on behalf of the management of BKI Investment Company Limited ABN 23 106 719 868 (the "Company") for use at the meeting of the shareholders of the Company to be held at The Austral Bricks Design Studio, 50 Carrington Street, Sydney NSW 2000 on 10 October 2013 at 11.00am (AEDT) or any adjournment thereof (the "Meeting").

I/We being a member/s of BKI Investment Company Limited hereby appoint


the Chairman of the meeting **OR**

 **PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) 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 at the Meeting and at any adjournment of that meeting.


Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is to approve the remuneration report and connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent _____% of my voting right and Proxy 2 is appointed to represent _____% of my total votes. My total voting right is _____ shares.

 **PLEASE NOTE:** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

STEP 2 Items of Business

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

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

FOR AGAINST ABSTAIN

	FOR	AGAINST	ABSTAIN
Item 2 - Adopt the remuneration report for the year ended 30 June 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 - Re-elect Mr AJ Payne as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 – Approval to refresh the Company’s 15% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote FOR each of the resolutions.

SIGN Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1 <input type="text"/>	Member 2 (if joint holding) <input type="text"/>	Member 3 (if joint holding) <input type="text"/>	_____/_____/_____ Date
Sole Director and Sole Secretary	Director/Company Secretary	Director	



**BKI INVESTMENT
COMPANY LIMITED**

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Lodge your vote:



By Mail:

Advanced Share Registry Limited
PO Box 1156
Nedlands WA 6909

Alternatively you can fax your form to
Facsimile: +61 (0) 8 9389 7871

For Online Vote
www.advancedshare.com.au

For all enquiries call:

Telephone: +61 (0) 8 9389 8033
Email: admin@advancedshare.com.au

Proxy Form

Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:
Shareholders must deliver their proxies prior to 11.00am (AEDT) on 8 October 2013 by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at +61 (0) 8 9389 7871 or deliver to the Share Registry of the Company at Unit 2, 150 Stirling Hwy, Nedlands, Western Australia, 6009.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7.00pm (AEDT) on 8 October 2013 will be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

Turn over to complete the form →



CHECK OUT OUR WEBSITE at
www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online