



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

NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting of BKI Investment Company Limited ("**BKI**", "**the Company**") is to be held at The Austral Bricks Design Studio, 50 Carrington Street, Sydney, NSW 2000 on Tuesday 14 October 2014 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 2014.

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 2014 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 Directors

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

"THAT Mr DC Hall, 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. Appointment of MGI as Auditor

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

"THAT, subject to the Australian Securities and Investments Commission providing its consent to the resignation of Ruwald + Evans as the auditor of the Company, MGI Sydney Assurance Services Pty Limited being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the Company's auditor effective from the date on which the resignation of Ruwald + Evans takes effect."

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', written over a horizontal line.

Jaime Pinto
Company Secretary



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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 Sunday 12 October 2014 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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INFORMATION TO SHAREHOLDERS

Voting by Proxy (continued)

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, 12 October 2014 (**Proxy Deadline**):

- by mail to: PO Box 1156, Nedlands WA 6909
- in person: 110 Stirling Highway, Nedlands WA 6009
- by facsimile to: 61 (0) 8 9262 3723
- 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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2014 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 Tuesday 14 October 2014 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 2014 (ordinary resolution)

The Directors' Report contains within it, a separate and clearly identified section which contains the Remuneration Report. Please refer to the 2014 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 2014 and 2015 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 2015 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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2014 ANNUAL GENERAL MEETING EXPLANATORY NOTES

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

David Capp Hall, AM, FCA, FAICD – Independent Non-Executive Director

A Non-executive Director since October 2003, and Chair of the Audit Committee since this time, Mr Hall is a Chartered Accountant with experience in corporate management, finance and as a Company Director, holding Directorships in other companies for more than 30 years.

Special Responsibilities:

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

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

Recommendation

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

Item 4. Appointment of MGI as Auditor (ordinary resolution)

Prior to the commencement of the 2014FY audit, and in accordance with section 324DAA of the Corporations Act 2001 ("the Act") the Board of BKI granted approval for Martin Boxce of Ruwald + Evans to play a significant role in the audit of BKI for an additional 2 successive financial years to 30 June 2015.

Approval was so granted as the BKI Board is satisfied that retaining Ruwald + Evans will maintain the quality of the audit provided to the Company; and will not give rise to a conflict of interest situation (as defined in section 324CD of the Act).

Subsequent to this, Ruwald + Evans announced that they have amalgamated with MGI Sydney Chartered Accountants ("MGI").

BKI has run comprehensive tender process with a number of audit firms, and the BKI Board believes it is in the best interest of BKI to appoint MGI as auditor of the Company. Mr Boxce's continued involvement in the audit will allow for comprehensive knowledge transfer and provide the efficiencies of continuity, while BKI will also benefit from the additional resources of the larger amalgamated audit firm.

The Directors propose that MGI Sydney Assurance Services Pty Limited be appointed as the Company's auditor with effect from the date on which the resignation of Ruwald + Evans as auditor takes effect. The written nomination by a shareholder of MGI Sydney Assurance Services Pty Limited as auditor of the Company is provided to shareholders in Annexure A to this Notice. MGI Sydney Assurance Services Pty Limited has given their written consent to act as the Company's auditor in accordance with Section 328A(1) of the Corporations Act. If Resolution 5 is passed the appointment of MGI Sydney Assurance Services Pty Limited as the Company's auditor will take effect from the date on which the resignation of Ruwald + Evans takes effect (subject to ASIC consenting to the resignation of Ruwald + Evans).

Recommendation

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



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2014 ANNUAL GENERAL MEETING EXPLANATORY NOTES

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 Tuesday 7 October 2014. 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 Tuesday 7 October 2014.

20 August 2014

Mr Jaime Pinto
Company Secretary
BKI Investment Company Limited
Level 2, 160 Pitt Street
SYDNEY NSW 2000

Dear Mr Pinto

Notice of Nomination of Auditor

I, Thomas Millner, being a member of BKI Investment Company Limited (the Company), hereby nominate MGI Sydney Assurance Services Pty Limited for appointment as the Company's auditor at the next Annual General Meeting, which I understand is to be held on 14 October 2014.

A handwritten signature in black ink, appearing to read 'Tom', with a stylized flourish at the end.

Yours sincerely
Thomas Millner

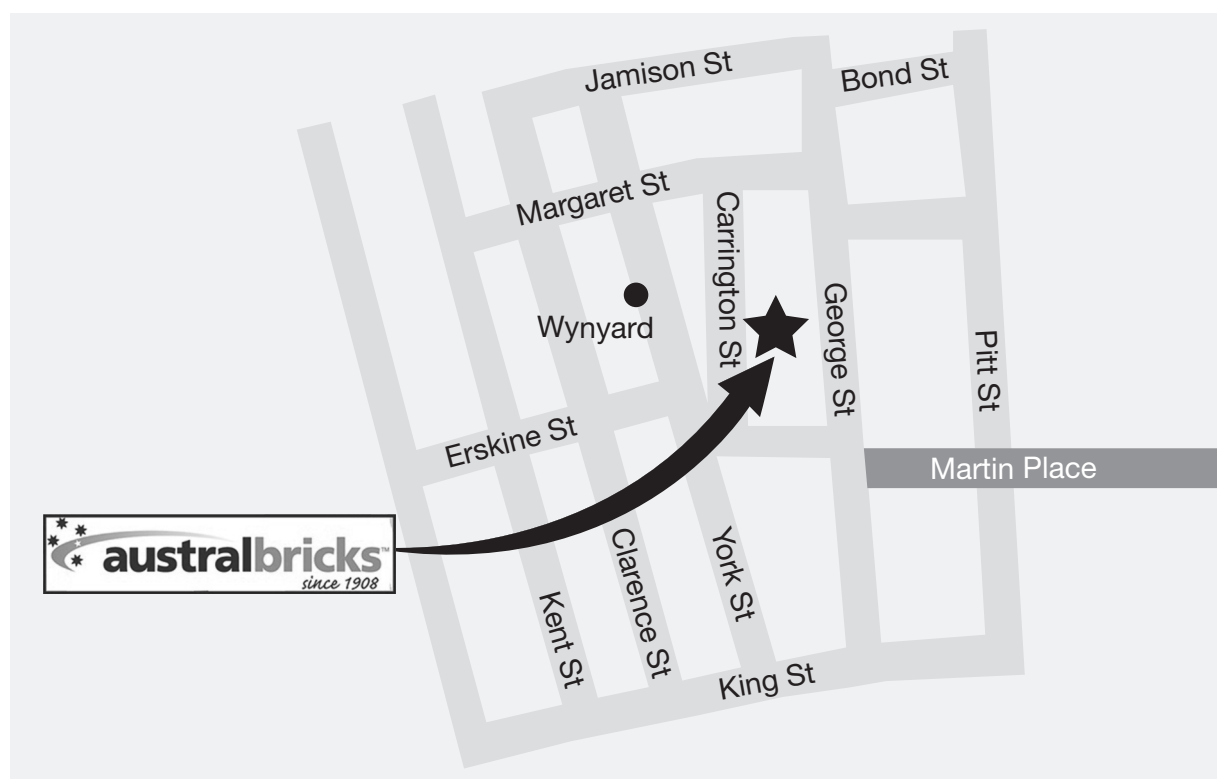


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2014 ANNUAL GENERAL MEETING DIRECTIONS TO MEETING

VENUE

The 2014 Annual General Meeting will again be 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.



**BKI INVESTMENT
COMPANY LIMITED**

ABN 23 106 719 868

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 9262 3723

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 12 October 2014 by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at +61 (0) 8 9262 3723 or deliver to the Share Registry of the Company at 110 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 12 October 2014 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



BKI INVESTMENT COMPANY LIMITED

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 14 October 2014 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.

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 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 - Re-elect Mr D C Hall as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 – Appointment of MGI as Auditor	<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.

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