

IN THE SUPREME COURT OF VICTORIA AT MELBOURNE
COMMERCIAL AND EQUITY DIVISION
COMMERCIAL COURT

List B

S CI 2013 01478

BETWEEN

THE TRUST COMPANY (NOMINEES) LIMITED (ACN 000 154 441)

Plaintiff

and

**MICHAEL FUNG IN HIS CAPACITY AS RECEIVER AND MANAGER OF ALIGN FUNDS
MANAGEMENT LIMITED (RECEIVER AND MANAGER APPOINTED) (ACN 105 684 231) IN
ITS CAPACITY AS THE RESPONSIBLE ENTITY OF THE TIMBERCORP ORCHARD TRUST
AND ORS (ACCORDING TO THE SCHEDULE ATTACHED)**

Defendants

CERTIFICATE IDENTIFYING EXHIBIT

Date of document: 21 March 2014

Filed on behalf of: The plaintiff

Prepared by:

Allens

Lawyers

101 Collins Street

Melbourne VIC 3000

Solicitor code: 21455

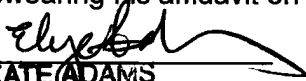
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(Clint.Hinchen@allens.com.au)

This is the **Exhibit** marked '**CCH-28**' now produced and shown to **Clinton Charles Hinchen** at the time of swearing his affidavit on 21 March 2014.

Before me 

ELYSE KATE ADAMS

of 101 Collins Street, Melbourne
Victoria 3000

**An Australian Legal Practitioner
within the meaning of the
Legal Profession Act 2004**

**'CCH-28': a true copy of the
notice of meeting dated 6
February 2014**

To: Debenture Holders of Timbercorp Orchard Trust

Notice of Meeting

The Trust Company (Nominees) Limited (**Trustee**) is the trustee for the holders of debentures (**Debenture Holders**) issued by Align Funds Management Limited in its capacity as the responsibility entity of the Timbercorp Orchard Trust (Receivers and Managers Appointed) (**Align**) pursuant to the Timbercorp Orchard Debenture Trust Deed dated 17 October 2003 (**Trust Deed**).

In this Notice of Meeting:

- "Kangara Rights Proceeding" means Supreme Court of Victoria proceeding No. S CI 2013 1478;
- "Bella Vista Rights Proceeding" means Supreme Court of Victoria proceeding No. S CI 2013 1477.

Notice of meeting

Notice is given by the Trustee, pursuant to clauses 1 and 18 of Schedule 3 of the Trust Deed, that a meeting of Debenture Holders will be held on **28 February 2014 at 11.00 am (Melbourne time) at the office of its lawyers, Allens, Level 37, 101 Collins Street, Melbourne** to consider and, if thought fit, pass the following resolutions as Special Resolutions:

Special Resolution 1: 'That the Compromise set out in clause 2 of the deed of compromise executed on 14 January 2014 in the Kangara Rights Proceeding is approved.'

Special Resolution 2: 'That the Compromise set out in clause 2 of the deed of compromise executed on 14 January 2014 in the Bella Vista Rights Proceeding is approved.'

Conditions Precedent to Compromises taking effect

There are certain conditions precedent to the Compromises taking effect. Relevantly, if both of the Special Resolutions are not passed by the Debenture Holders by 7 March 2014, neither Compromise will have any effect.

Quorum for meeting

The requisite quorum for a properly convened meeting of Debenture Holders requires sufficient Debenture Holders, whether present in person or by proxy or by corporate

representative, who together hold 25% of the amount of Outstanding Debentures (as defined in the Trust Deed).

Approval threshold

The power to approve each of the Compromises reached in the Kangara Rights Proceeding and the Bella Vista Rights Proceeding is exercisable by Special Resolution only. A Special Resolution means a resolution voted for by a majority of Debenture Holders at a duly convened meeting who are entitled to vote (in person, by proxy or by corporate representative) and which together hold not less than 75% of the votes held by all Debenture Holders entitled to vote at the meeting (in person, by proxy or by corporate representative).

Eligibility to vote

The Trust Deed permits the Trustee to specify a time, not more than 48 hours before a meeting of Debenture Holders, by reference to which the entitlement of Debenture Holders to vote at that meeting is to be determined.

The Trustee has determined that the holdings of each Debenture Holder for the purposes of ascertaining voting entitlement at the meeting will be as it appears on the register at 3.00 pm (Melbourne time) on 26 February 2014 (Eligibility Date).

Voting in person

To vote in person, attend the meeting of Debenture Holders at the time and place set out above.

Voting by proxy or corporate representative

Alternatively, a Proxy Form accompanies this Notice of Meeting. To be valid, duly signed proxies (and an authority under which the proxy is signed or a certified copy of the authority) must be received at the Trustee's debenture registry, Computershare Investor Service Pty Ltd, at the address or facsimile provided on the Proxy Form, by no later than **3.00pm (Melbourne time) on 26 February 2014**.

A Debenture Holder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on their behalf. If a Debenture Holder is entitled to cast two or more votes, the Debenture Holder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Debenture Holder's votes (disregarding fractions).

An appointed proxy need not be a Debenture Holder.

A Proxy Form must be signed by the Debenture Holder or the Debenture Holder's attorney. Proxies given by a body corporate must be signed in accordance with the Corporations Act, the body corporate's constitution or by attorney. In the case of debentures jointly held by two or more persons, all joint holders must sign the Proxy Form.

A Debenture Holder which is a body corporate and entitled to attend and vote at the meeting, or a proxy which is a body corporate and is appointed by a Debenture Holder to attend and vote at the meeting, may appoint an individual to act as its representative at the meeting by providing that person with a letter or certificate, executed in accordance with the Corporations Act, authorising the person as the representative; or a copy of the resolution, certified by the secretary or a director of the body corporate appointing the representative. A copy of the letter, certificate or resolution, or other evidence satisfactory to the Chairman of the meeting, must be produced prior to admission to the meeting.

Undirected proxies

The Chairman of the meeting of Debenture Holders will vote undirected proxies in favour of the proposed Special Resolutions.

Dated 6 February 2014



Rupert Smoker

Head of Corporate and Debt Capital Markets Trustee Services
The Trust Company (Nominees) Limited