



ELLERSTON CAPITAL

2 October 2018

Ellerston Asia Growth Fund

Product Disclosure Statement

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Ellerston Asia Growth Fund

IMPORTANT INFORMATION

Ellerston Capital Limited ABN 34 110 397 674, AFSL No. 283 000 (“Ellerston Capital”, “the Manager” or “we”) is the issuer of this product disclosure statement (PDS) dated 2 October 2018. Investments in Units (Units) in the Ellerston Asia Growth Fund ARSN 626 690 686 (Fund) are made available by Ellerston Capital as the responsible entity of the Fund.

Applications for Units under this PDS may only be made on the Application Form accompanying this PDS. The Application Form contains important terms relating to the Fund and should be read in full before deciding to invest. The Application Form does not form a part of this PDS.

The information in this PDS is general information only and does not take into account your individual objectives, financial situation or needs. It is important that you carefully read this PDS in full before deciding to invest in Units. In particular, you should carefully consider the risks associated with an investment in the Fund and whether the information in this PDS is appropriate for you in light of your objectives, financial situation and needs. To obtain advice or more information about the product offered in this PDS you should speak to your financial adviser or other professional adviser.

You should rely only on information in this PDS. No person is authorised to provide any information, or to make any representations, in connection with the issue of Units, which is not contained in this PDS. Any information or representations not contained in this PDS may not be relied upon as having been authorised by the Manager in connection with the issue of Units. This PDS supersedes and replaces all previous representations made in respect of the Manager and the Fund.

This PDS only constitutes an offer of, or invitation to apply for, financial products to persons within Australia or in places where it is lawful to make such an offer or invitation. Units in the Fund are not available for purchase within the United States or to US Persons.

This PDS is available electronically at www.ellerstoncapital.com. If you access an electronic copy of this PDS, then you should ensure that you download and read the entire PDS and the Application Form. If you are printing an electronic copy of this PDS, you must print all pages, including the Application Form. If you make this PDS available to another person, you must give them the entire electronic file or printout, including the Application Form. A paper copy of this PDS (including any supplementary document) can be obtained free of charge by calling Ellerston Capital on (02) 9021 7797 or by emailing info@ellerstoncapital.com.

You will be asked to provide personal information to us (directly or through the Registry) if you apply for Units. For information about how the Manager collects, holds and uses this personal information see [Section 10.7](#).

An investment in the Fund is subject to investment and other risks, including possible delays in repayment and loss of income and principal invested. Investments in the Fund are not deposits with, or other liabilities of Ellerston Capital, any member of the Manager’s Group, Service Providers or related bodies corporate, affiliates, associates or officers of any of the above entities. None of these entities guarantees any particular rate of return or the performance of the Fund nor do they guarantee the repayment of capital from the Fund. There are no forecasts or prospective financial information relating to the Fund in this PDS.

No person other than Ellerston Capital has caused or authorised the issue of this PDS nor do any of them take any responsibility for the preparation of this PDS or the establishment or performance of the Fund. ASIC takes no responsibility for the contents of this PDS.

All actions referred to in this PDS as being taken by the Fund are performed by Ellerston Capital as responsible entity of the Fund or its delegates, as the case may be, in respect of the Fund.

None of the Service Providers have or will undertake any due diligence inquiries with respect to investments of the Fund for the benefit of the Fund or its prospective investors.

To the full extent permitted by law no:

- Representation or warranty (express or implied) is given; and
- Responsibility or liability (including in negligence) is accepted,

by any company or person, in the group of companies to which each Service Provider belongs, as to the truth, accuracy or completeness of any statement, opinion, forecast, information or other matter (whether expressed or implied) contained in this PDS or as to any other matter concerning it.

The Manager reserves the right to vary the Offer, including by closing the Offer at any time, accepting late applications, changing the timing of the Offer, either generally or in particular cases, without notifying any recipient of this PDS or any applicants. Prospective investors are encouraged to submit their applications as soon as possible.

Subject to the law and the Constitution, the Manager may change at any time the information, terms and conditions set out in this PDS and otherwise applying to Units. Where a person is a Unit holder, they will be provided with at least 30 days written notice of any such change which is materially detrimental to them as a Unit holder including any increase to fees. Unit holders who redeem their Units prior to the change will ordinarily not be bound by the change. Where a change is not materially adverse to Unit holders the information may be made available at: www.ellerstoncapital.com. Unit holders may obtain a paper copy of this information free of charge by contacting the Manager.

Certain capitalised expressions used in this PDS have defined meanings, which are explained in the Glossary – [Section 11](#). References to \$ or A\$ are to Australian dollars.

Ellerston Asia Growth Fund APIR Code: ECL1411AU

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1. Key features of the Fund

This table contains a summary of the key features of the Units. You should read the PDS in full before deciding whether to invest. See the Glossary in **Section 11** for definitions of terms.

KEY FUND INFORMATION		
INVESTMENT OBJECTIVE	The investment objective of the Fund is to outperform the MSCI Asia Ex Japan (non-accumulation) (AUD) benchmark on a net of fees basis, with a focus on capital growth and downside protection.	Section 4.1
INVESTMENT STRATEGY	The Fund's investment strategy is to construct a high quality portfolio with exposure to primarily large cap Asian Companies using the Manager's distinctive high growth, high conviction and benchmark-independent investment approach. The Manager aims to generate positive returns and minimise any instances of negative returns by investing in Asian Companies in which there is the highest conviction. The Manager identifies those Asian Companies by filtering the investment universe to identify those that are likely to offer the best risk/reward profile. These Asian Companies are assessed in detail through disciplined, 'bottom up' Fundamental analysis. The Manager builds investment conviction in the Asian Companies identified as promising and constructs the portfolio by combining the Fundamental 'bottom up' analysis with a 'top down' assessment of macroeconomic conditions and the identification of structural themes driving growth in Asia.	Section 4.1
BENCHMARK	MSCI Asia Ex Japan (non-accumulation) Index in AUD.	
INVESTMENTS	<p>The Fund will obtain its exposure to Asian Companies via any combination of:</p> <ul style="list-style-type: none"> • Securities listed on Asian exchanges (including exchanges in Hong Kong, China, Taiwan, Korea, India, Singapore, Malaysia, Thailand, Philippines, Indonesia, Japan, Vietnam, Pakistan and Sri Lanka) or Securities included in the Benchmark or that in the Manager's opinion are likely to be included in the Benchmark; • Derivatives (for example Swaps); or • Asian domiciled companies that trade as American Depositary Receipts (ADRs), Global Depositary Receipts (GDRs) or trade on non-Asian exchanges. <p>The Fund may also invest in:</p> <ul style="list-style-type: none"> • Cash and Cash-Like Investments; • Foreign currencies; and • Derivatives including Exchange Traded Derivatives and Over-the-Counter (OTC) Derivatives, to increase/ decrease overall portfolio exposure within the prescribed limits, including foreign exchange exposures, or to protect or enhance the total performance of the Fund. 	Section 4.1

INVESTMENT GUIDELINES AND EXPOSURES	<p>The Manager has the following guidelines:</p> <ul style="list-style-type: none"> • Target Asian Companies exposure range: 80-100%; • Effective Cash and Cash-Like Investments : 0-20%¹ ; • Target number of positions: between 20 – 50 Asian Companies; • Target number of non-Asian Companies: 0%; • Target maximum company exposure: 7% of Net Asset Value or +5% the weight in the Benchmark at the time of investment; • Maximum Long exposure: 100% for all asset types (excluding foreign exchange); • Minimum Long exposure: 50% for all asset types (excluding foreign exchange); and • Typical Long exposure range is 80-100%. 	Section 4.2
DERIVATIVES	<p>Derivatives such as futures, exchange traded Options, index Options, foreign currency forward contract and OTC Derivatives may be used as an alternative way to gain exposure to Securities, to increase/ decrease overall portfolio exposure within the prescribed limits, including foreign exchange exposures, or to protect or enhance the total performance of the Fund. Derivatives may have similar effects to Leverage as they increase the level of investible assets.</p>	Sections 4.2 and 5.1
WITHDRAWALS/ REDEMPTION	<p>Unit holders can withdraw/redeem from the Fund daily by providing a redemption request to the Registry by 2:00pm (Sydney time) on a Business Day to be processed for that Business Day.</p>	Section 7.2

¹ Effective Cash and Cash-Like-Investments includes Derivatives that may be used when investing in Asian Companies, but excludes Derivatives used to manage overall portfolio exposure.

KEY RISKS

There are a number of risks associated with investing in the Fund. The key risks include:

- **Manager Risk:** The success of the Fund is dependent on the ability of the Manager to identify investment opportunities that achieve the Fund's investment objective.
- **Market Risk:** The risk that the value of the Fund's investments will fluctuate as a result of factors such as economic variables (including interest rates, unemployment, inflation and economic growth), market conditions and sentiment. Changes in government regulations (e.g. tax), local and international political events and environmental and technological issues may impact on the Fund's ability to implement its strategy. Market risk may have different impacts on each type of asset, investment style and investor.
- **Currency Risk:** Because currency risk in the Fund is primarily unhedged, foreign exchange fluctuations in the value of the Australian Dollar (AUD) and fluctuations in the value of Asian currencies, may have a positive or adverse impact in the investment returns of the Fund.
- **Security Specific Risk:** The risk that the price of shares in a particular company may be affected by the operational and financial circumstances of the issuer of those securities such as the state of their underlying businesses (including the level of debt they carry, the availability of debt financing and level of interest rates), their profits, earnings and cash flows.
- **Country Risk:** Compared with securities in more developed markets and economies, securities exposed to Asia have unique country specific risks. These risks include (by way of example): (i) the risk of a reduction in Asian growth rates; (ii) the risk of significant macroeconomic or geopolitical events around the world, regionally or locally; (iii) the risk of restrictions on foreign investment by local country authorities; (iv) regulatory, taxation and/or political risks that, for example, slow economic and market reform; (v) risk associated with less liquid and more volatile securities (greater price fluctuations).
- **Fund Risk:** The success of the Fund depends upon our ability to develop and implement the Fund's investment strategy and identify investment opportunities that achieve the Fund's investment objective.
- **Distribution Risk:** The Fund is not designed for investors seeking regular income payments. There is no guarantee that any distributable income will be generated. In certain circumstances, Unitholders may be liable for tax on distributions even if they have not received any distribution in cash.
- **Derivatives Risk:** The use of Derivatives can have a negative impact due to an adverse movement in the underlying asset or where the position is difficult or costly to reverse or maintain. The use of Derivatives involves counterparty risk and incurs cost.
- **Concentration Risk:** The concentrated nature of the Fund may increase the potential for volatility of returns.

This is not a comprehensive summary of all the risks of investing in the Fund. We recommend that you obtain financial advice before investing.

**Section
5.1**

KEY PRODUCT FEATURES
Costs of Investing in the Fund

Management Costs	Management Fee of 1.00% pa* of the Net Asset Value	Sections 6.1 and 6.2
Performance Fee	15% of the investment return over the Benchmark return, after recovering any underperformance in past periods	Sections 6.1 and 6.2
Buy/Sell Spread	0.25%	Section 6.2

Investment Requirements

Minimum Initial Investment	Minimum initial investment – \$10,000 Minimum additional investment – \$10,000	Section 7.1
Applications	Daily. Complete Applications to be received by the Registry by 2:00pm (Sydney time) on a Business Day to be processed for that Business Day	Section 7.1

Distributions

Frequency	Half yearly each 30 June and 31 December where the Fund has distributable income	Section 7.4
Payment Method	Paid into your nominated bank account or reinvested in additional Units	Section 7.4

* All fees set out are inclusive of the net effect of Goods and Services Tax (GST) (i.e. includes GST net of input tax credits). The Fund may not be entitled to claim a reduced input tax credit in all instances.

REPORTING		
MONTHLY AND ANNUAL NEWSLETTER	A monthly and annual newsletter will be available on our website www.ellerstoncapital.com	Section 10.1
REGULAR REPORTING	Confirmation of all applications and redemptions. An annual periodic statement providing your account balance, transaction summary and distribution details (if any).	Section 10.1
ONLINE ACCESS	Investors are able to access their holdings, transaction history and other statements online through our secure web portal: https://secure-ellerstoncapital.com	
UNIT PRICING	Unit prices are on our website www.ellerstoncapital.com	Section 7.5
ANNUAL AUDITED FINANCIAL REPORT	Annual audited financial report for the Fund.	Section 10.1
ANNUAL TAX REPORTING	Annual tax statement for the Fund. Exit statement if you have redeemed Units during the financial year.	Section 8.1

2. About Ellerston Capital

Ellerston Capital is a specialist investment manager providing a range of innovative equity and alternative strategies.

As a firm majority owned by its principals and employees, our clients' objectives are our objectives.

Ellerston Capital has been managing money since 2002 and as at 30 June 2018 manages over \$5 billion in long only Australian, global and Asian equities, Australian market neutral, global macro, global long-short equity and private equity strategies.

The Manager's investment products are designed to take advantage of the strengths and capabilities of our experienced investment team and also the opportunities which we feel exist in the market place.

KEY PERSONNEL

Ashok Jacob, Chief Investment Officer

Ashok Jacob, as Chief Investment Officer of the Manager, has overall responsibility for and plays a key role in Ellerston Capital's investment decisions. Mr. Jacob is supported by a team of investment professionals, each of whom have significant skill and experience in different geographies, sectors and industries. Mr. Jacob devotes the majority of his time to the execution of the Manager's investment strategy.

Mr. Jacob has over 34 years' experience in the financial services industry, including being the Chief Executive Officer of Consolidated Press Holdings Ltd and previously the Managing Director of Thorney Holdings, the investment arm for the Pratt Group. He holds an MBA from the Wharton School of the University of Pennsylvania (1984). Ashok holds the following public company directorships: MRF Ltd, Thorney Opportunities Ltd, Ellerston Global Investments Limited and Ellerston Asian Investments Limited. Ashok is also currently a Director of Consolidated Press Holdings Pty Ltd and the Pratt Group. Previous directorships include Crown Ltd, Publishing and Broadcasting Ltd, Challenger Financial Group Ltd, Fleetwood Holdings Ltd, Ecorp Ltd, CPH Investment Group Ltd, Folkestone Ltd and Snack Foods Ltd. Ashok was also the Chairman of Hoyts Cinemas from 1999 until 2004.

Mary Manning, Portfolio Manager

Mary Manning has responsibility for and plays a key role in the Fund's investment decisions.

Mary joined Ellerston Capital in March 2012 and has over 18 years of investment experience. She first worked in Asia in 1997 and has been investing in the region since 2001. Prior to joining Ellerston Capital, Mary worked at Oaktree Capital in New York and Singapore. In Singapore, she was the sole person responsible for financial sector investments for the firm's Global Emerging Markets Hedge Fund. Mary also worked as an investment analyst at Soros Fund Management in New York, the investment vehicle of George Soros.

Mary has a PhD in Economics from the University of Sydney, an MBA from Harvard Business School and a Bachelor of Commerce degree from the University of Calgary, Canada.

There have been no adverse regulatory findings against Mary Manning or the Manager.

3. Disclosure Principles and Benchmarks

DISCLOSURE PRINCIPLES

ASIC has required that funds such as this Fund disclose to Unit holders information against a number of stated disclosure principles. This table below contains a summary of the disclosure principles for the Units.

DISCLOSURE PRINCIPLES		FURTHER INFORMATION
<p>1. INVESTMENT STRATEGY</p>	<p>The investment objective of the Fund is to outperform the MSCI Asia Ex Japan (non-accumulation) (AUD) benchmark on a net of fees basis, with a focus on capital growth and downside protection.</p> <p>The Fund's investment strategy is to construct a high quality portfolio of primarily large cap Asian Companies using the Manager's distinctive high growth, high conviction and benchmark independent approach. The Manager aims to generate positive returns and minimise any instances of negative returns by investing in the Asian Companies in which there is the highest conviction. The Manager identifies those Asian Companies by filtering the investment universe to identify those that are likely to offer the best risk/reward profile. These Asian Companies are assessed in detail through disciplined, 'bottom up' Fundamental analysis. The Manager builds investment conviction in the Asian Companies identified as promising and constructs the portfolio by combining 'bottom up' Fundamental analysis with a 'top down' assessment of macroeconomic conditions and structural themes driving growth in Asia. The Manager has a strong sell discipline and risk management criteria, including stop losses which, at a series of pre-defined levels of decline in share price, trigger a compulsory review of the investment proposition, restatement and defence of the investment case, and in the rare case that the final stop loss is reached, closure of a position.</p> <p>The Fund gains exposure to Asian Companies listed on Asian exchanges (either directly via Securities or via Derivatives) including, but not limited to, exchanges in Hong Kong, China, Taiwan, Korea, India, Singapore, Malaysia, Thailand, Philippines, Indonesia, Japan, Vietnam, Pakistan and Sri Lanka, and may invest in Securities included in the Benchmark or that in the Manager's opinion are likely to be included in the Benchmark and Asian domiciled companies that trade as ADRs, GDRs or trade on non-Asian exchanges.</p> <p>The Fund may also invest in Exchange Traded Derivatives, OTC Derivatives and Cash and Cash-Like Investments. The Manager may utilise Derivatives as part of its investment strategy as an alternative way to gain exposure to Asian Companies, to increase/ decrease overall portfolio exposure within the prescribed limits, including foreign exchange exposures, or to protect or enhance the total performance of the Fund.</p> <p>The key dependency underpinning the investment strategy is the research, analysis, models, skill and experience of the Manager.</p> <p>There are a number of risks associated with investing in the Fund. The key risks include returns being subject to the skill of the Manager, macroeconomic risks associated with investing in Asia and currency risk.</p> <p>The Manager's risk management strategy is set out in Section 4.4.</p> <p>Unit holders will be given 30 days prior notice of any adverse material changes, otherwise these changes will be available on the Manager's website.</p>	<p>Section 4.1</p> <p>Sections 4.1 and 4.2</p> <p>Section 4.2</p> <p>Section 5.1</p> <p>Section 4.4</p> <p>Section 4.5</p>
<p>2. INVESTMENT MANAGER</p>	<p>The responsible entity and investment manager is Ellerston Capital Limited.</p> <p>Mary Manning has overall responsibility for the Fund's investment decisions and is supported by a team of investment professionals.</p>	<p>Section 2</p>

3. FUND STRUCTURE	<p>The Fund is an Australian unit trust registered as a managed investment scheme under the Corporations Act 2001 (Cth) ('Corporations Act'). The Fund expects to invest directly in its investments. A structure diagram is set out in Section 4.6.</p> <p>The key Service Providers are regularly monitored by the Manager to ensure compliance with their service agreement obligations. Except as stated above, there are no related party relationships and all arrangements are on arm's length terms.</p> <p>There are various risks associated with this structure including counterparty risk.</p>	<p>Section 4.6</p> <p>Section 4.7</p> <p>Section 5.1</p>
4. VALUATION, LOCATION AND CUSTODY OF ASSETS	<p>The key aspects of the Fund's valuation policy are set out in Section 7.5.</p> <p>The Administrator and Custodian holds the Fund's assets. Cash may also be held on deposit with one or more Australian banks.</p>	<p>Section 7.5</p> <p>Section 4.2</p>
5. LIQUIDITY	<p>The Manager reasonably expects to realise at least 80% of its assets, at the value ascribed to those assets in calculating the Fund's Net Asset Value, within 10 days.</p>	<p>Section 4.2</p>
6. LEVERAGE	<p>The Fund does not borrow and there is no Leverage on a net basis. The Fund may invest in Derivatives which can provide Leverage implicitly. Some Derivatives may have the same effect as borrowing as it allows the Fund's assets to have a larger economic exposure. The use of Leverage could enhance returns, although it may also increase losses and the volatility of returns.</p>	<p>Section 4.2 and 4.6</p>
7. DERIVATIVES	<p>Derivatives may be used as an alternative way to gain exposure to Asian Companies, to increase/ decrease overall portfolio exposure within the prescribed limits, including foreign exchange exposures, or to protect or enhance the total performance of the Fund. Derivatives may have similar effects to Leverage as they increase the level of investible assets.</p> <p>The Fund may utilise any type of Derivative for this purpose, including futures, exchange traded Options, and forward contracts. The Manager engages reputable and regulated brokerage firms as Derivatives counterparties following due diligence.</p> <p>The use of Derivatives involves risk including counterparty risk and incurs costs.</p>	<p>Section 4.2 and 4.6</p> <p>Section 5.1</p>
8. SHORT SELLING	<p>The Fund will not utilise Short Selling as part of its investment strategy.</p>	
9. WITHDRAWALS/ REDEMPTIONS	<p>Unit holders can withdraw/redeem from the Fund daily by providing a redemption request to the Registry by 2:00pm (Sydney time) on a Business Day to be processed for that Business Day.</p> <p>Redemptions may be suspended in limited circumstances as set out in Section 7.2. Unit holders will be notified in writing of any material changes to their redemption rights.</p>	<p>Section 7.2</p>

DISCLOSURE BENCHMARKS

This PDS addresses the following two disclosure benchmarks:

- **Valuation of assets:** this benchmark addresses whether valuations of the Fund's non-exchange traded assets are provided by an independent administrator or an independent valuation service provider; and
- **Periodic reporting:** this benchmark addresses whether we provide periodic disclosure to our investors of certain key Fund information on an annual and monthly basis.

Each benchmark identifies a key area that ASIC considers investors should understand before making a decision to invest into the Fund.

Where a responsible entity does not meet a particular disclosure benchmark, ASIC requires that the responsible entity explain why the benchmark is not met and what alternative measures it has in place to mitigate the concern underlying the benchmark.

Benchmark 1: Valuation of Assets

The Fund meets this benchmark.

Benchmark 2: Periodic Reporting

The Fund meets this benchmark.

The following Fund information will be provided to Unit holders on a monthly basis:

- Net Asset Value of the Fund and Redemption Price of Units;
- Any changes to key Service Providers including any change in related party status;
- Net returns after fees, costs and relevant taxes;
- Any material changes to the Funds risk profile and strategy; and
- Any material changes related to the primary investment personnel responsible for managing the Fund.

The information will be reported in the monthly newsletter which will be available on our website at www.ellerstoncapital.com.

Annual reporting will include:

- Asset allocation to each asset type;
- Liquidity profile at the end of the relevant period;
- Maturity profile of Fund's liabilities at the end of the relevant period;
- Details on derivative counterparties engaged;
- Monthly or annual returns; and
- Any changes to key Service Providers including any change in related party status.

This information will also be available on our website.

4. About the Ellerston Asia Growth Fund

4.1. FUND OVERVIEW

INVESTMENT OBJECTIVE	<p>The investment objective of the Fund is to outperform the MSCI Asia Ex Japan (non-accumulation) (AUD) benchmark on a net of fees basis, with a focus on capital growth and downside protection. The Fund aims to achieve this by investing in a concentrated portfolio primarily targeting between 20 and 50 Asian Companies and seeks to:</p> <ul style="list-style-type: none"> • Provide investors with access to Asian investment opportunities with compelling risk/reward profiles that are complementary to a typical domestic equity portfolio; • Increase the value of the Fund by allocating capital to a limited number of Asian Companies in which the Manager has the highest conviction; and • Be aware of currency and cash exposures and manage them in line with the Manager’s macroeconomic and market outlook. <p>There is no guarantee that the investment objective will be achieved.</p>
INVESTMENT STRATEGY	<p>Investment Strategy Summary</p> <p>The Fund's investment strategy is to provide access to a high quality portfolio of primarily large cap Asian Companies using the Manager's distinctively high growth, high conviction and benchmark-independent investment approach. The Manager believes that the trade-off between risk and potential returns at the portfolio level is improved by implementing highest conviction ideas from a filtered universe of securities that offer the best risk/reward. This “conviction scorecard analysis” comprises a set of progressive hurdles of earnings growth, upside/ downside analysis, industry structure, thematic fit, management quality and an ESG (environmental, social and governance) knockout before undergoing a “deep dive” on Fundamental analysis to crystallise conviction.</p> <p>These Asian Companies are also evaluated against a comprehensive macroeconomic framework that helps the Manager identify the market drivers of each country, region and Asia as a whole. The Manager also evaluates how Asian Companies will be impacted by a set of structural, long-term themes.</p> <p>Portfolio Construction Summary</p> <p>These three lenses of analysis – bottom up stock selection, top down macro analysis and development of thematic – are brought together to size positions in the highest conviction Asian Companies based on potential return and diversification impacts, with adherence to the portfolio construction guidelines. The strategy is implemented by the Manager’s highly experienced investment team, made up of equity specialists with deep expertise investing in Asia. Risk management is embedded at each level of the investment process, but is also regularly monitored through assessing a range of aspects of each stock. In order to further protect the downside, the Manager sets stop losses for every trade with predefined review triggers and a hard stop loss limit.</p> <p>The Manager may from time to time significantly increase exposure to Cash and Cash-Like Investments, which may include circumstances where the Manager believes investment opportunities are limited, to protect capital or to manage liquidity.</p> <p>Refer Sections 3 and 5 for general and tax related risks associated with the Fund’s investments.</p>

PORTFOLIO GUIDELINES	Benchmark	MSCI Asia Ex Japan (non-accumulation) Index in AUD
	Investment universe	Asian Companies Exchange Traded and OTC Derivatives Cash and Cash-Like Investments
	Target number of positions	Between 20 and 50 Asian Companies
	Target maximum position exposure	7% of Net Asset Value or +5% the weight in the benchmark at the time of investment
LOCATION AND CURRENCY	<p>The Fund will invest exclusively in Asian Companies</p> <p>Because the Fund is primarily unhedged, the currency of denomination of investments will correspond with the country of origin of the underlying investments.</p> <p>The Manager intends that the Fund will be predominately unhedged, as is the Benchmark. However, the Manager is aware of currency and cash exposures and will manage them in line with its macroeconomic and market outlook.</p>	
FUND INFORMATION AND PERFORMANCE	<p>Performance information for the Fund will be displayed at www.ellerstoncapital.com. Prospective investors in the Fund can obtain performance information by telephoning (02) 9021 7797 or by emailing info@ellerstoncapital.com.</p>	
LABOUR, ENVIRONMENTAL, SOCIAL AND ETHICAL CONSIDERATIONS	<p>The Manager integrates consideration of labour standards or social, environmental or ethical considerations through the application of an ESG (Environmental Social and Governance) scorecard when making investment decisions in respect of the Fund. Such issues may affect the financial performance of an investment and any such financial effect would influence our investments.</p>	

It is not intended that the Fund will have any material asset (being over 7% of the Net Asset Value of the Fund or +5% the benchmark weight). The above thresholds in the Portfolio Guidelines apply as at the time of the relevant investment. Where a Portfolio Guideline would be breached merely because of any market movements (e.g. as a result of strong performance), capital restructure, corporate action or similar event, the Manager will take action to rebalance or reduce relevant positions back to below that threshold within a reasonable timeframe if it believes it is in the best interests of the Fund. The above Portfolio Guidelines incorporate the Delta Exposure obtained through Derivatives.

4.2. ASSET TYPES

The table below sets out a sample of the asset types the Fund may invest in and the overall allocation ranges.

ASSET TYPES	ALLOCATION RANGE
Equities <ul style="list-style-type: none"> • Securities 	0-100%
Cash and fixed interest <ul style="list-style-type: none"> • Cash and Cash- Like Investments 	0-100%
Derivatives <ul style="list-style-type: none"> • Exchange Traded and OTC Derivatives 	0-100%

Leverage

The Fund does not borrow and there is no Leverage on a net basis. The Fund may invest in Derivatives which can provide Leverage implicitly. Some Derivatives may have the same effect as borrowing as it allows the Fund's assets to have a larger economic exposure. The use of Leverage could enhance returns, although it may also increase losses and the volatility of returns.

The maximum allocation to OTC Derivatives is 100% (for example currency hedging) and the maximum allocation to Exchange Traded Derivatives is 100% (for example index options) however the Fund will not use Derivatives to increase the Funds Long exposure above 100%. Although the gross exposure of the Fund can be higher than 100% (for example the Fund may invest in index put options) but not more than 200%, this does not have the effect of leveraging the total assets of the Fund, because the Fund has a maximum Long exposure limit of 100% for all asset types (excluding foreign exchange).

There is typically no other Leverage embedded in the underlying assets of the Fund, other than Leverage embedded in holdings of listed Securities.

Sources of Leverage

Derivatives are typically sourced from Derivative counterparties such as investment banks and brokers. These counterparties are licensed by their local regulatory authority however may not be typically prudentially regulated. Exchange Traded Derivative transactions are cleared through an exchange, which reduces the counterparty risk that is associated with the use of OTC Derivatives (see Risks in [Section 5](#) for a discussion of counterparty risk).

Worked Example of Leverage

A worked example of the impact of Leverage through the use of Derivatives is set out below.

This example assumes that the Fund is fully invested in accordance with the maximum Long exposure limit of 100% for all asset types (excluding foreign exchange).

In this example for every \$100 invested in the Fund, the Fund will have \$100 of Long exposure including any implicit leverage from the use of Derivatives. A 10% increase in the value of the Fund's assets (including derivatives, but excluding foreign exchange) would result in a 10% increase in the overall value of the Fund, while a 10% decrease in the value of the Fund's assets would result in a 10% reduction in the overall value of the Fund.

Please note that the above example has been provided for reference purposes only. Any assumptions underlying these examples are hypothetical only.

See [Section 5.1](#) for risks associated with the use of Leverage.

Collateral

The Fund may use the assets of the Fund as security or collateral for Derivatives.

With respect to Exchange Traded Derivatives, the exchange does not take similar security however the Fund may be subject to initial and subsequent margin calls which are required to be paid by the Fund. See [Section 5.1](#) for more detail regarding the risks associated with the above.

Derivatives

The Fund may use Derivatives as part of its overall investment strategy, including but not limited to:

- To increase/decrease overall portfolio and country exposures;
- Investing indirectly where the Manager determines that investing indirectly would, for example, be commercially advantageous, tax efficient or provide a more practicable means of access to the relevant investment; or
- To hedge foreign currency exposures or the downside risk for part or all of the Fund's portfolio; and
- Short term portfolio management purposes, for example obtaining economic exposure to the market whilst physical exposures are being bought.

The Fund may utilise any type of currency Derivative, including Exchange Traded Derivatives such as Futures and Options and OTC Derivatives, such as Swaps, Options and forward contracts.

A worked example of the impact of Derivatives on the targeted investment guidelines is set out below.

The Fund targets a minimum Long exposure of 50% for all asset types (excluding foreign exchange) and a Long exposure range of 80-100% to Asian Companies. If, for example, the Fund has 90% exposure to Asian Companies, then the Manager may use index Derivatives of up to 40% to reduce the overall portfolio exposure from 90% to 50% to fall within the minimum Long exposure limit of 50%. In this example, the Manager may not use more than 40% Derivatives to reduce overall portfolio exposure.

Derivative Counterparties

The Manager engages reputable and regulated investment banks and brokerage firms as Derivative counterparties after conducting due diligence on factors such as their regulatory status, past disciplinary actions and compliance systems. The Fund also conducts a detailed legal review of relevant agreements (including with a view to protecting against counterparty risk).

See **Section 5.1** for risks associated with Derivatives. Also see “**Collateral**” above for information regarding the risk of providing collateral.

Liquidity

The Manager reasonably expects to realise at least 80% of its assets, at the value ascribed to those assets in calculating the Fund's Net Asset Value, within 10 days.

Key Dependencies

The key dependency underpinning the investment strategy is the research, analysis, skill and experience of the Manager. With the investment techniques available to the Fund, the Fund aims to generate Alpha on each investment that is, generating a profit which is not dependent on the general movements of the market (e.g. market conditions or interest rates) but rather on the skill of the Manager.

Key Risks

See **Section 5.1** for key risks associated with the investment strategy.

4.3. HEDGING

The Fund may have an exposure to fluctuations in foreign currencies, particularly the Australian Dollar (AUD) and a range of Asian country currencies. The Manager may elect to hedge or leave unhedged this foreign currency exposure. Note that the benchmark is unhedged. There is no guarantee that any hedging will be successful. The cost of implementing hedging may be significant.

See **Section 5.1** for risks associated with hedging.

4.4. RISK MANAGEMENT STRATEGY

The Manager has risk management processes in place including actively monitoring the Fund's exposure and liquidity, undertaking due diligence. The Fund's portfolio is regularly monitored and reviewed. Counterparty risks associated with OTC Derivatives are managed by reviewing the open positions to assess the quantum of exposure and monitoring the credit risk associated with each.

The Manager's risk management process also includes a comprehensive compliance framework. This framework includes compliance policies, training, monitoring and maintaining a Compliance Plan and a Compliance Committee. The Compliance Plan sets out how the Manager will ensure compliance with both the Corporations Act and the Constitution. The Compliance Committee comprises one representative from the Manager and two external representatives. It monitors the Fund's adherence with the Compliance Plan. The independent members of the Committee are highly experienced and qualified individuals and are responsible for monitoring all of the Manager's registered schemes. The Compliance Plan is audited externally on an annual basis. The Manager has a compliance team, the head of which reports directly to the Board. The Manager also segregates the Manager's staff that make investment decisions from those that are responsible for administering the Fund.

The Manager maintains business continuity and disaster recovery plans. The accounting role for the Fund is performed by the Administrator, an independent third party. The financial statements are audited annually.

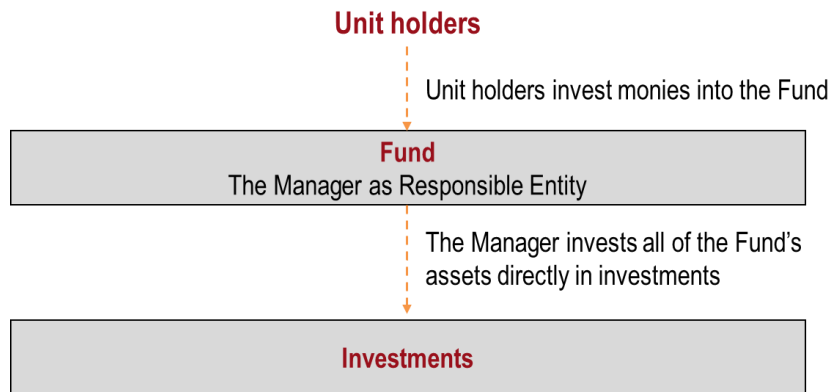
4.5. CHANGES TO THE INVESTMENT OBJECTIVE AND STRATEGY

The Manager may change at any time the investment objective and strategy to meet current market conditions. Where a change is not materially adverse to Unit holders the information may be made available at: www.ellerstoncapital.com. Otherwise Unit holders will be given 30 days prior notice.

4.6. FUND STRUCTURE

The Fund is an Australian unit trust registered as a managed investment scheme under the Corporations Act. The Fund invests directly and may invest through other managed investment schemes (both registered as such under the Corporations Act and un-registered schemes) of which the Manager is responsible entity/trustee however it currently does not do so. To the extent that it does, the Manager will waive or set off additional management and performance fees payable to it in respect of such investments so that Unit holders only bear the fees set out in **Section 6**. The Manager does not anticipate investing through other schemes of which it is not responsible entity/trustee.

Investment structure



4.7. KEY SERVICE PROVIDERS TO THE FUND

ROLE	PROVIDER	KEY FUNCTIONS
Responsible entity and Manager	Ellerston Capital Limited	Responsible entity of the Fund. Managing the Fund's investments. See Section 2 .
Administrator and Custodian	State Street Australia Limited	Holds custody of the Fund's assets. Investment accounting, fund accounting and net asset value calculations.
Registrar	Link Market Services Limited	Investor services and fund registry.
Auditor	Ernst & Young	Auditing annual financial accounts and the Fund's compliance plan.

Cash may be held on deposit with one or more Australian banks.

Each key Service Provider has entered into a service agreement which sets out the Service Provider's obligations to the Fund. The Manager monitors the performance of the key Service Providers on an ongoing basis to determine their compliance with service agreement obligations (e.g. receiving compliance attestations).

There are no related party relationships within the above structure. All arrangements are on an arms' length basis. All the entities described in this section are Australian. See **Section 5.1** for risks relating to the above, in particular counterparty risks.

4.8. CLASSES OF UNITS IN THE FUND

The Fund may issue additional classes of units at a future date.

5. Risks

An investment in the Fund entails risks. There can be no assurance that the Fund's Investment Objective will be achieved. Investors should consider any investment in the Fund as a supplement to an overall investment portfolio and should invest only if they are willing to undertake the risks involved. Unit holders in the Fund could lose some or all of their investment in the Fund.

Investors should consider the following risks in determining whether an investment in the Fund is suitable for them. They should seek professional advice before investing. The summary below is a guide only and not an exhaustive list of all the risks of investing in the Fund.

5.1. RISKS APPLICABLE TO THE FUND

Manager Risk: The success of the Fund depends upon the ability of the Manager to develop and implement its investment strategy and identify investment opportunities that achieve the Fund's investment objective. The investment performance of the Fund is dependent on the talents, professional networks and efforts of key personnel within the Manager. The Manager may lose key personnel (see [Section 2](#)) which could impact on its ability to continue to implement the Fund's investment strategy.

Market Risk: The risk that the value of the Fund's investments will fluctuate as a result of factors such as economic variables (including interest rates, unemployment, inflation and economic growth), market conditions and sentiment. Changes in government regulations (e.g. tax), local and international political events and environmental and technological issues may impact on the Fund's ability to implement its strategy. Market risk may have different impacts on each type of asset, investment style and investor.

Security Specific Risk: The risk that the price of shares in a particular company may be affected by the operational and financial circumstances of the issuer of those securities such as the state of their underlying businesses (including the level of debt they carry, the availability of debt financing and level of interest rates), their profits, earnings and cash flows.

Country Risk: Compared with securities in more developed markets and economies, securities exposed to Asia have unique country specific risks. These risks include (by way of example): (i) the risk of a reduction in Asian growth rates; (ii) the risk of significant macroeconomic or geopolitical events around the world, regionally or locally; (iii) the risk of restrictions on foreign investment by local country authorities; (iv) regulatory, taxation and/or political risks that, for example, slow economic and market reform; (v) risk associated with less liquid and more volatile securities (greater price fluctuations).

Fund Risk: The success of the Fund depends upon our ability to develop and implement the Fund's investment strategy and identify investment opportunities that achieve the Fund's investment objective.

Counterparty and Service Provider Risk: Default by any of the Fund's counterparties or Service Providers may cause losses to the Fund. Counterparties and Service Providers may also hold security over the Fund's assets so that they rank ahead of Unit holders in recovering the assets of the Fund. The Manager will seek counterparties and Service Providers which have a low risk of defaulting, although these risks cannot be eliminated entirely.

Derivatives: The Fund may invest in Derivatives (including Futures, foreign exchange contracts and stock and index Options) which are sophisticated financial products. Derivatives may give rise to Leverage and hence have the potential to cause losses that are large in proportion to the money invested in them. Refer to [Section 4.2](#) for more details about how Derivatives are used and the risks set out in "Leverage and Borrowing" below. The use of Derivatives gives rise to counterparty risks as set out above.

Past Performance and History: There can be no assurance that the Fund will achieve its Investment Objective. The Fund's past performance information should not be relied upon as (and is not) an indicator of future performance.

Leverage: The Fund may invest in Derivatives that have the same effect as borrowing. This could enhance returns, although it may also increase losses. Leverage may produce more volatile returns compared to investing without making use of Leverage. Refer to [Section 4.2](#) for further details. The amount invested in Derivatives at any point in time may be substantial. If the Fund were forced to liquidate its portfolio by counterparty on short notice this could result in significant losses to Unit holders.

General Investment Risk: Like most investments, the investment returns on each of the Fund's investments may be subject to economic variables (including interest rates, unemployment, inflation and economic growth), market conditions, factors impacting particular investments and government policy. These factors are generally beyond the control of the Manager. The Fund attempts to reduce the majority of market risk however the Fund may not be successful in this regard. Investments in securities can rise or fall in value due to the operational and financial circumstances of the issuer of those securities such as the state of their underlying

businesses (including the level of debt they carry, the availability of debt financing and level of interest rates), their profits, earnings and cash flows. Any movements in the value of these securities may be magnified through the use of Derivatives.

Foreign Investment Risk: The Fund may, through its foreign investments (including emerging markets) and exposure to foreign currencies, have exposure to risks not usually associated with investing in Australia and other developed markets such as political, social and economic instability, difficulty in enforcing legal rights, unforeseen taxes and less stringent regulatory protections, reporting and disclosure. These factors may affect the value of the Fund, volatility of the Fund's returns and liquidity of the Fund's investments.

Currency Risk: The Fund will have foreign currency exposure that is primarily unhedged. Foreign exchange fluctuations may have a positive or adverse impact on the investment returns of the Fund. The Fund's foreign currency exposure may be over or under hedged or not hedged at all. It may not always be possible to hedge all foreign currency exposures and there is no guarantee that hedging will be successful. The Fund may also hedge the exposure of the other investments in the Fund against investment loss, but is under no obligation to do so. There is no guarantee that any hedging will be successful. The cost of implementing hedging may be significant.

Concentration Risk: There is potential for volatility due to the lack of diversity with the investment portfolio. The lower the number of investments, the higher the concentration and, in turn, the higher the potential volatility.

Regulation: Regulation of the Manager, the Fund and its investments may change, which may impact on the investment returns and nature (e.g. ability to trade investments internationally) of the Fund.

Tax: The taxation of the Manager, the Fund and its investments is complex and dependent on the taxation laws and the manner in which these are interpreted and administered by the government agencies and courts. The relevant taxation laws and the manner in which they are interpreted and/or administered by the government agencies and courts may change. Such changes may impact on the investment returns and their character. See **Section 8** for further details.

Redemption and Liquidity Risk: Redemptions from the Fund may be limited in the situations described in **Section 7.2**. The Fund may not be able to promptly liquidate some of its investments at an amount close to their fair value, or liquidate them at all. This would cause losses to the Fund or reduce the ability of Unit holders to redeem from the Fund.

Distributions Risk: The Fund is not designed for Unit holders seeking regular income payments. While the Fund must pay its distributable income each year, there is no guarantee that any income will be generated. In certain circumstances, Unit holders may be liable for tax on distributions even if they have not received any distribution in cash.

5.2. RISK MANAGEMENT

See **Section 4.4** above for information about the Manager's risk management strategies.

6. Fees and Other Costs

Consumer Advisory Warning

The warning below is required by law.

Did you know?

Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns.

For example, total annual fees and costs of 2% of your account balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the Fund or your financial adviser.

To Find Out More

If you would like to find out more, or see the impact of the fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) website (www.moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

6.1. FEES AND OTHER COSTS

This document shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the Fund as a whole.

Taxes are set out in another part of this document.

You should read all the information about fees and costs because it is important to understand their impact on your investment.

TYPE OF FEE AND COST	AMOUNT ¹	HOW AND WHEN PAID
Fees when your money moves in or out of the Fund		
Establishment fee: The fee to open your investment	Nil	Not applicable
Contribution fee²: The fee on each amount contributed to your investment	Nil	Not applicable
Withdrawal fee²: The fee on each amount you take out of your investment	Nil	Not applicable
Exit fee: The fee to close your investment	Nil	Not applicable
Management Costs³: The fees and costs for managing your investment payable to the manager		

Management Fee	1.00% per year of the Net Asset Value.	Calculated and accrued daily and paid from the assets of the Fund monthly in arrears. The Management Fee is reflected in the Unit price. The amount of this fee may be negotiated with the Manager. Refer to Section 6.2 for more details.
Performance Fee	15% of the investment return over the Benchmark return, after recovering any underperformance in past periods. Estimated at 0.35% p.a. of the Net Asset Value of each Unit.	Calculated and accrued daily and paid from the assets of the Fund after 30 June each year in arrears. The Performance Fee is reflected in the Unit price. Refer to Section 6.2 for more details.
Fees and costs for managing your investment not payable to the Manager⁴		
Indirect Costs	Estimated at 0.20% p.a. of the Net Asset Value	Indirect costs are variable and are deducted from the assets of the Fund when they are incurred. These costs are not charged separately and are not paid to the Manager.
Service fees		
Switching fee: The fee for changing investment options.	Nil	Not applicable

Notes:

- 1 All fees set out in this **Section 6** are inclusive of the net effect of Goods and Services Tax (GST) (i.e. includes GST net of input tax credits). The Fund may not be entitled to claim a reduced input tax credit in all instances.
2. You may also incur the Buy/Sell Spread when your money moves in or out of the Fund. Please refer to **Section 6.2** "Buy/Sell Spread" for further details.
3. Management costs do not include the Fund's transactional and operational costs. Refer to **Section 6.2** for more details.
4. These amounts do not include any other indirect costs and may vary in future years. Refer to **Section 6.2** for more details.

6.2. ADDITIONAL EXPLANATION OF FEES AND COSTS

GST

All fees set out in this **Section 6** are inclusive of the net effect of Goods and Services Tax (GST) (i.e. includes GST net of input tax credits). The Fund may not be entitled to claim a reduced input tax credit in all instances.

Management Costs

Management Costs are the ongoing Management Fee, estimated Indirect Costs, Expenses and Performance Fee.

Management Costs are paid by the Fund (i.e. they are not charged directly to your account). The Management Costs do not include the Buy/Sell Spread (see "**Buy/Sell Spread**" below).

The Management Costs are estimated to be 1.55% per year of the Net Asset Value (\$155 per \$10,000) comprising the Management Fee of 1.00% per year, estimated Expenses of 0% per year, estimated Performance Fee of 0.35% per year and estimated Indirect Costs of 0.20% per year.

Management Fee

The Manager will be paid a Management Fee of 1.00 % per year of the Net Asset Value. The Management Fee is calculated and accrued daily and paid from the Fund monthly in arrears. The Management Fee is reflected in the Unit price. The amount of this fee for wholesale clients (as defined in the Corporations Act) may be negotiated with the Manager (see "**Rebate for Wholesale Clients**" below).

Expenses

All costs or general expenses incurred (or that will be incurred) by the Manager in connection with the management of the Fund and the Offer are payable out of the Fund. The Manager is responsible for providing at its cost all office personnel, office space and office facilities required for the performance of its services. The Fund will pay all other expenses incidental to its operations, including, but not limited to, fees payable to the Fund's Service Providers (e.g. Administrator and Registry) and their out of pocket expenses incurred on behalf of the Fund, taxes imposed on the Fund or the Manager; governmental charges and duties; the Fund's advisers (e.g. legal, accounting and audit); printing and distributing the PDS, subscription materials, marketing materials and any reports and notices to Unit holders or prospective Unit holders. The Fund may also pay unanticipated expenses arising from its business, such as litigation and indemnification expenses. Until further notice, all expenses will be paid out of the Management Fee and will not be paid from the Fund.

Performance Fee

The Manager is entitled to a Performance Fee for outperforming the Benchmark. The Performance Fee is a way of providing an incentive for the Manager to strive to continually produce returns above the Benchmark and is in addition to the management fee and so forms part of the Management Costs charged to Unit holders.

The Performance Fee is equal to 15% of the amount by which the accumulated investment return exceeds the accumulated return of the Benchmark during each financial year (Calculation Period). The Performance Fee is estimated to be 0.35% of the Net Asset Value.

If the Fund underperforms against the Benchmark during a Calculation Period, a Performance Fee will not be paid. Any underperformance will be carried forward to the following Calculation Period and must be recouped before any Performance Fees can be accrued or be paid.

The Performance Fee is accrued in the Unit price. The Performance Fee is payable at the end of each Calculation Period. The Manager may alter the Calculation Period. We will notify you of any change to the Calculation Period.

The investment return is the positive or negative change in the Net Asset Value per Unit after deducting Management Fees but before any accrued Performance Fees and distributions (whether income or capital). Further adjustments may be made for subscriptions and redemptions and capital restructures.

The investment return and the Benchmark return are calculated at the end of each Business Day and are accumulated.

The Manager has no obligation to restore to the Fund Performance Fees previously earned and paid, notwithstanding a loss in a subsequent Calculation Period. Where Units are redeemed during a Calculation Period, any accrued Performance Fees in respect of those Units may become due and payable to the Manager. If the Manager is removed as responsible entity of the Fund before the end of a Calculation Period, then the Performance Fee will be calculated and paid as though the date of removal were the end of the Calculation Period.

The Performance Fee is calculated on the performance of the Units and not the performance of an individual Unit holder's investment. As a result, the actual Performance Fee payable on the Unit holder's investment may be affected by the timing of that person's applications and redemptions or by Unit holders as a whole.

The Manager may elect to receive part of its Management Fee and/or Performance Fee in the form of Units in the Fund. Any Units issued to the Manager will be at the Application Price for those Units applicable at that time. No Buy/Sell Spread will be payable on the issue of these Units.

Worked Example of Performance Fee

The example that follows is for the purpose of illustrating how Performance Fees may be calculated only.

The example assumes that the investment return of the Fund and the Benchmark is steady during the course of the Calculation Period. In reality, the investment return of the Fund and the Benchmark will vary during the course of the Calculation Period. The example also assumes that no subscriptions or redemptions are made during the Calculation Period.

Importantly, the example assumes the investment return of the Fund has exceeded the return of the Benchmark. Note that the investment return of the Fund and the Benchmark is for illustrative purposes only and is not an indication of future performance. Future performance may differ from that used in this example.

The value of your Units at the beginning of a Calculation Period is \$100,000 and at the end of the Calculation Period (before accruing any Performance Fee) is \$103,850.

The investment return for the Calculation Period is 3.85%, namely $3.85\% \times \$100,000 = \$3,850$. The return on the Benchmark is 1.5%, namely $1.5\% \times \$100,000 = \$1,500$

The Performance Fee is $15\% \times (\$3,850 - \$1,500) = \$352.50$

For each \$100,000 that you have invested in Units at the beginning of the Calculation Period, you would have earned \$3,850 and been charged \$352.50 in Performance Fees.

Indirect Costs

In general, indirect costs are any amounts that reduce the returns on the units that is paid from, or the amount or value of, the income or assets of the Fund (including an underlying investment of the Fund). They also include costs associated with investments incurred with underlying funds and investments in certain derivatives in underlying funds. Indirect costs are reflected in the unit price of your investment in the Fund.

The Manager estimates the indirect costs of the Fund to be 0.20% pa of the Net Asset Value.

Transactional and Operational Costs

The Fund may incur transactional and operational costs such as brokerage, settlement, exchange fees and clearing costs. Transactional and operational costs are additional costs to Unitholders that are deducted from the assets of the Fund. Such costs are recovered as they are incurred and reflected in the Unit price. Transactional and operational costs may vary as the turnover in the underlying assets may change substantially as investment and market conditions change, which may affect the level of transactional and operational costs. Further, there are highly variable drivers upon which such transactional and operational costs are dependent.

The Manager estimates the transactional and operational costs of the Fund to be 0.70% pa of the Net Asset Value.

Separately, any additional transactional and operational costs incurred as a result of Unitholders coming into and out of the Fund may be accounted for in the buy/sell spread.

Buy/Sell Spread

An amount equal to 0.25% is effectively deducted from the Unit holder's application and redemption monies. This amount is retained by the Fund on account of the Manager's estimate of costs associated with buying and selling assets represented by the relevant application or redemption and is not paid to the Manager. This Buy/Sell Spread may change at any time to reflect such costs. Such costs are an additional cost to you and will impact on the return on your investment. Such costs could include estimated brokerage and stamp duties, taxes and other charges and expenses from buying or selling Fund investments. The amount is paid so as to mitigate any unfairness from an application or redemption affecting other Unit holders.

Tax

See **Section 8** for information.

Rebate for Wholesale Clients

We may rebate part of our Management Fee for the Units to Unit holders that are wholesale clients (as defined under the Corporations Act). Please contact the Manager for further details.

Fees Waiver and Deferral

We may defer the receipt of any fees from time to time. If we do, this will not affect our right to receive the applicable fee. We may waive all or part of the Management Fee, Performance Fee or other fees for certain Unit holders or pay all or part of such fees or amounts out of our own resources to third parties (e.g. financial advisers, dealer groups) for services related to the placement of Units. It is not possible to estimate these amounts. If the law allows, we may charge fees on a different basis to our associates and Unit holders that are wholesale clients (as defined under the Corporations Act) and who make a substantial investment in the Fund or other of our investment products.

Adviser Service Fee

You may agree to pay your adviser a fee for any financial advice that they provide to you. However, these are separate to any fees we charge in respect of your investment in the Fund, as set out in the table above.

Fee Maximums and Changes to Fees

The Constitution sets out the maximum fees that we can charge. The maximum Management Fee is 2.05% per year of the gross asset value of the Fund and the maximum Performance Fee is 20.5%. We will not charge these maximums and instead will charge the fees shown in **Section 6.1**. We may elect to change these fees (e.g. due to changes in economic conditions and size of the Fund) but if we do we will provide you with at least 30 days' written notice of any increase.

6.3. EXAMPLE OF ANNUAL FEES AND COSTS FOR THE FUND

This table gives an example of how the fees and costs for the Fund can affect your investment over a one year period. You should use this table to compare this product with other managed investment products.

EXAMPLE		BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$50,000 DURING THE YEAR.
Contribution Fees	Nil	For every additional \$50,000 you put in, you will be charged \$0.
PLUS Management Costs	1.00% p.a. management fee ¹ 0.35% p.a. estimated performance fee 0% p.a. estimated expenses 0.20% p.a. estimated indirect costs	For every \$50,000, you have in the Fund you will be charged \$775 comprising \$500 management fee, \$175 estimated performance fee ² , \$0 estimated expenses and \$100 estimated indirect costs) each year.
EQUALS Cost of Fund	1.55% ²	If you had an investment of \$50,000 in the Fund and you put in an additional \$50,000 at the beginning of the year, you would be charged fees of: \$775 ² What it costs you will depend on the fees you negotiate.

¹ All fees are inclusive of the net effect of GST and additional fees may apply. See **Sections 6.1** and **6.2** for more detail as to how Management Costs are calculated.
² Additional fees may apply. Please note that this example does not capture all the fees and costs that may apply to you such as the Buy/Sell Spread. Please refer to "Buy/Sell Spread" in **Section 6.2**.

7. How the Fund Works

7.1. HOW TO APPLY

Units in the Fund are available for issue under the PDS. To invest in the Fund you must complete the Application Form accompanying the PDS.

If the Registry receives a completed Application Form, including all related documents and application monies, by 2:00pm (Sydney time) on a Business Day (or such other time as we may determine), we will process the application using that Business Day's Application Price. We may in our absolute discretion waive this notice requirement.

Application Forms received after the relevant cut-off time will generally be processed for the following Business Day. Incomplete applications will be processed once we have received correct documentation and application monies. We may from time to time allow additional dates for accepting applications.

Minimum Investments

The minimum initial investment amount is \$10,000 and the minimum additional investment amount is \$10,000. The Manager may in its absolute discretion waive or vary these minimum requirements.

Application Price

The Application Price will be the Net Asset Value per Unit as at the relevant Business Day, plus the Buy/Sell Spread.

Application Acceptance and Interest

To ensure the Fund remains efficient and competitive, the Manager may in its absolute discretion reject or decline to accept applications (in part or in full) and may close the Fund to further investment at any time.

Any interest payable on application amounts will accrue to the benefit of the Fund. Application amounts paid in respect of rejected or any scaled back portion of applications will be returned to applicants without interest.

Issue of Units

The number of Units issued to an applicant will be equal to the application amount divided by the Application Price.

7.2. HOW TO REDEEM

You can redeem some or all of your investment by giving the Registry written notice prior by 2:00pm (Sydney time) on a Business Day (or such other time as we may determine).

Redemptions of Units will be processed using the Redemption Price at that Business Day provided the request is received before the relevant redemption cut-off time for that Business Day.

Redemption requests received after the relevant cut-off time will generally be processed for the following Business Day.

Incomplete redemption requests will be processed once we have received correct documentation. We may from time to time allow additional dates for accepting redemptions.

Redemption request forms are available from the Registry (see Corporate Directory for contact details).

Minimum Redemption Amount

The minimum redemption amount is \$10,000 unless otherwise approved by the Manager. Redemption requests may be restricted or a Unit holder's Units may be redeemed in its entirety if the processing of a redemption request would result in the Unit holder holding less than \$25,000 of Units.

Redemption Price

The redemption price for a Unit will be its Net Asset Value per Unit as at the relevant Business Day, less the Buy/Sell Spread.

The Manager expects that redemptions will be processed and typically paid within five Business Days however the Fund's Constitution provides that it may take up to 21 days from the relevant transaction day until you receive your redemption proceeds. This is because the ability to fund a redemption is generally dependent on the ability of the Fund to realise its investments. In some circumstances, redemptions may also be suspended as set out below.

Restrictions on Redemptions

If the Fund is "liquid" (as defined in the Corporations Act), no redemptions, or payment of redemption proceeds are permitted where the calculation of the Net Asset Value or redemptions are suspended. Suspensions may occur for up to 120 days including where:

- It is impracticable or impossible for the Manager to calculate the Net Asset Value of the Fund, for example because of financial market disruptions or closures;
- The Manager reasonably considers that if the redemption requests were met immediately, Unit holders who continue to hold Units may bear or suffer a material disadvantage including, but not limited to, bearing a disproportionate burden of tax or other expenses or bearing a material diminution in the value of the Fund;
- The Manager is unable to realise Fund property to satisfy redemption requests;
- The Manager reasonably considers it to be in the interests of Unit holders; or
- It is otherwise legally permitted.

Unit holders will be notified in writing of any material changes to their redemption rights.

Where the Fund is Not Liquid

The redemption process, including the calculation of the redemption price, described above applies only when the Fund is 'liquid' (as defined in the Corporations Act). If the Fund is no longer liquid, Units may only be redeemed under a redemption offer made to all Unit holders in the Fund, in accordance with the Constitution and the Corporations Act. Unit holders will be notified in writing of any material changes to their redemption rights.

7.3. TRANSFERS

You may not sell or transfer (or agree to do so) any Units to another person without our prior written consent. We may impose certain terms and conditions or delay or withhold our consent.

To apply, complete and send to the Registry the transfer document. This is available from the Registry. If you do not obtain our consent, we may compulsorily redeem the relevant Units.

The sale or transfer of Units will have tax consequences. Stamp duty may also be payable unless an exemption applies. You should obtain tax and stamp duty advice before requesting a transfer.

7.4. DISTRIBUTIONS

The distribution policy of the Fund is to distribute (when available) as soon as practicable after each 30 June and 31 December (or otherwise as determined by the Manager) the net income of the Fund. Distributions from the Fund may comprise income and/or capital as determined by the Manager under the Fund's Constitution. We may also distribute additional amounts at other times. There is no guarantee that any income will be generated.

Distributions are calculated based on the number of Units held as at the end of the distribution date (e.g. 30 June). Your distribution entitlement is not pro-rated for the duration of your investment during the year.

Distributions will be automatically reinvested in Units unless the investor notifies the Manager otherwise. Reinvestments will be at the Net Asset Value per Unit (with no Buy/Sell Spread).

7.5. NET ASSET VALUE OF UNITS

The Net Asset Value for a Unit is the total value of trust property less the trust liabilities (calculated in accordance with the Constitution), divided by the number of Units on issue. The key aspects of the valuation policy applied in valuing the Fund's assets are set out below. We may rely upon the valuations or prices supplied by third parties and/or industry standard pricing models for which we will not or are not able to verify the accuracy. The Manager has appointed the Administrator to calculate the net asset valuations of the Fund.

The Manager has established separate class accounts for each class of Units in the Fund. Amounts which are referable to a class (as determined by the Manager in accordance with the Constitution) will be allocated to the relevant class. The Net Asset Value will be calculated on the basis of each class. Each class of Units will be invested in the same portfolio of assets.

Units will typically be priced each Business Day except where the calculation of the Net Asset Value of the Fund is suspended (refer **Section 7.2** for further details).

Unit prices will be displayed at www.ellerstoncapital.com or can be obtained by telephoning (02) 9021 7797.

The Manager has documented how it intends to exercise unit pricing discretions in a policy document. If a discretion is exercised in a way that departs from the documented policy, a record of this will be kept in an exceptions register. The policy document and any exceptions register will be available to Unit holders free of charge by contacting the Manager.

Valuation

The key aspects of the Fund's valuation policy are:

EXCHANGE TRADED ASSETS	Exchange traded securities that are regularly traded are valued at their last traded price. Other investments traded through a clearing firm or through a financial institution will be valued by reference to the most recent official settlement price quoted by that clearing house, exchange or financial institution.
NON-EXCHANGE TRADED ASSETS	Non-exchange traded securities are typically valued at their cost price or the price of the most recent transaction. Other investments that are not dealt in or traded through a clearing firm or an exchange or through a financial institution will be valued on the basis of the latest available valuation provided by the relevant counterparty.
CURRENCIES	Any non-Australian Dollar value will be converted into Australian Dollars at the rate reasonably determined by the Manager.

The Manager may utilise an alternative valuation methodology or principle to those described above if it considers that such valuation would better reflect the fair value of the asset.

7.6. COOLING OFF RIGHTS

Unit holders may have their Units cancelled and monies returned to them where the Manager receives from them a written redemption request within 14 days of the earlier of confirmation by the Manager of that Unit holder's initial investment in Units or the fifth business day after that Unit holder's Units are issued under this PDS. The monies returned will be equal to the price at which Units could be applied for on the day the Manager receives the redemption request (adjusted for market movements, reasonable transaction and administration costs and any applicable fees and taxes). This cooling off right does not apply for investments under the Fund's distribution reinvestment plan or for wholesale clients (as defined in section 761G of the Corporations Act). Indirect Investors should consult their IDPS operator as to which (if any) cooling off rights may apply.

7.7. INDIRECT INVESTORS

You may invest indirectly in the Fund through certain investor directed portfolio services, master funds or other portfolio administration services (IDPS). The PDS may be used as disclosure to clients and prospective clients of the IDPS.

An Indirect Investor does not become a Unit holder in the Fund. Accordingly, an Indirect Investor does not acquire the rights of a Unit holder or acquire any direct interest in the Fund. The operator or manager of the IDPS acquires these rights (including the right to vote at meetings) and can exercise them, or decline to exercise them, on behalf of the person according to the arrangements governing the IDPS.

A person who invests in the Fund through an IDPS should ignore information in this PDS that is relevant only for direct investors. This includes to the following:

Applications Form

A person investing in the Fund through an IDPS should not complete the Application Form attached to, or accompanied by, this PDS. An Indirect Investor should complete the application form supplied by the operator of the IDPS. Refer to your IDPS operator for the minimum investment amount that may apply to an investment in the Fund through an IDPS.

Information

An Indirect Investor will not receive statements, tax information or other information directly from the Manager. An Indirect Investor should receive equivalent information from the operator of the IDPS.

Redemptions

Provisions which relate to redemptions from the Fund will apply to the operator of the IDPS and not the Indirect Investor.

Fees and Expenses

Fees and expenses applicable to the IDPS (and set out in the IDPS offer document or client agreement) are payable in addition to the fees and expenses stated in this PDS.

Tax

Taxation consequences of investing in the Fund outlined in [Section 8](#) do not consider the treatment of Indirect Investors. You should consult your tax adviser in relation to investing through an IDPS.

Cooling Off

Indirect Investors should consult their IDPS operator about what cooling off rights (if any) may apply.

Complaints Handling

As an Indirect Investor, you will have the same access to the Manager's complaints resolution policy to the same extent as if you were a Direct Investor. See [Section 10.7](#) for further detail.

8. Tax Considerations

8.1. GENERAL OVERVIEW

The taxation environment applying to the investments is currently undergoing substantial reform and may change. Any gains from the Fund's investments and from your investment in the Fund may be treated on revenue or capital account depending on the particular circumstances of the Fund and each investor. This may impact the Fund's and an investor's ability to obtain a discount on the capital gains tax applied on any gains. Under Australian tax law, a holding of Units may give rise to taxable distributions even though investors may not receive distributions in cash to fund the tax liability. The transfer or redemption of Units involves a disposal, which may have tax implications. Stamp duty may also be payable on the transfer unless an exemption applies. You are not required by law to quote your TFN. However, without your TFN or appropriate exemption information, we are required to withhold tax at the highest marginal tax rate (plus Medicare levy) from income distributions and interest payments made to you.

Investors should obtain independent professional advice in relation to their particular circumstances regarding the taxation consequences of an investment in the Fund before investing.

Indirect Investment in the Fund

A Unit holder may invest indirectly in the Fund through an IDPS. In this case, it is the IDPS and not the investor that will be the Unit holder in the Fund.

The nature of the relationship between investors and an IDPS and of the indirect interest held by investors may differ between IDPS depending on the arrangements and terms governing the IDPS.

Investors should seek their own independent advice regarding the effect that holding their investment in the Fund via a particular IDPS has on the applicable income tax (including capital gains tax) treatment.

Reporting

For investors that are considered to be residents of certain countries for tax purposes, we may also be required to obtain additional information and report to the ATO or overseas tax authority each year relevant details relating to their investment, including balance and income received, under rules designed to combat tax evasion in their country of residence for tax purposes.

Foreign Account Tax Compliance Act FATCA

The Fund is required to comply with FATCA. FATCA enables the U.S Internal Revenue Service (IRS) to identify and collect tax from US residents that invest in non-US entities. To comply with these requirements, we will collect and disclose information about certain investors such as your US Taxpayer Identification Number to the ATO or IRS. If you do not provide this information, we may be required to withhold tax on any payments made to you.

If the Fund suffers any amount of FATCA tax, neither the Manager nor the Fund will be required to compensate you for any such tax, and the effects of these amounts will be reflected in the returns of the Fund. A credit for such foreign taxes may be available in your jurisdiction of residence. You should seek your own advice in this regard.

9. Material Documents

9.1. CONSTITUTION

The Fund is registered as a managed investment scheme under the Corporations Act. The operation of the Fund is governed under the law and its Constitution which addresses matters such as Unit pricing and redemptions and applications; the issue and transfer of Units; Unit holder meetings; Unit holders' rights to income of the Fund; the Manager's powers, fee entitlement and right to be indemnified from the Fund's assets; and how the responsible entity of the Fund may be changed. The life of the Fund is 80 years less one day, unless the Manager exercises its right to terminate the Fund earlier. The following are some key terms of the Fund's Constitution not explained elsewhere in this PDS.

Compulsory Redemption

The Manager may in its absolute discretion, upon a minimum of three days' notice to a Unit holder, redeem all or a portion of Units held by such Unit holder in its absolute discretion if the Manager believes:

- The Units are held in breach of prohibitions contained in the Constitution;
- The Units are held in circumstances which might result in a violation (including by the Manager) of an applicable law or regulation, or subject the Fund to taxation or otherwise adversely affect the Fund in any material respect;
- A Unit holder made a misrepresentation in acquiring its Units;
- The Fund is uneconomical to operate;
- A Unit holder is a registered holder of less than \$25,000 of Units; or
- The Manager determines that the continued participation of a Unit holder might cause the Manager or any Unit holder to violate any law or if any litigation is commenced or threatened against the Manager or any Unit holder arising out of the participation by the Unit holder in the Fund.

The Manager's Indemnity and Liability

The Manager is indemnified under the Constitution for all amounts incurred by it in the proper performance of its duties. The Manager's liability to Unit holders is limited to the Manager's ability to be indemnified from the Fund subject to the law and the Manager acting without breach of trust, fraud or gross negligence involving a failure to show the degree of care and diligence required of it.

Unit Holder Liability

The liability of a Unit holder to the Fund is generally limited to the amount subscribed, or agreed to be subscribed, for Units and any tax payable in respect of their Unit holding. The effectiveness of these provisions has not yet been determined by an Australian court.

Amending the Constitution

The Constitution may be changed by the Manager where it reasonably considers that the change will not adversely affect Unit holders' rights or if the change is approved by Unit holders.

9.2. SERVICE PROVIDERS

The Fund may from time to time change or appoint additional Service Providers and enter into agreements with those providers where the Fund indemnifies the Service Provider and limits their liability to the Fund similar to that described above in respect of the Manager's indemnity and liability.

10. Additional Information

10.1. COMMUNICATION AND REPORTING

Unit holders will be provided with the communications set out in the table below and in the disclosure benchmarks set out in **Section 3**. Unit holders will also receive confirmations of their Unit applications, redemptions and distributions. Unit holders may ask the Manager for additional information as reasonably required, although the Manager may not always be able to satisfy such requests.

STATEMENT	TIMING
Redemption Price	Daily
Fund newsletter	Monthly and annually
Periodic statements	Annually
Income distribution statement (including details of income entitlements)	Half yearly (if distributions are made)
Tax statement	Annually
Annual report (including the Fund's audited accounts)	Annually

We will not mail a hard copy of the annual report to you unless you elect to receive it in hard copy by completing the relevant part of the Application Form. You can elect to receive the annual report by email. The annual report will be available at www.ellerstoncapital.com. Other information relating to the Units you hold will be provided in hard copy unless you elect to receive it by email by completing the relevant part of the Application Form. If you hold other Classes of Units in the Fund, any election you make with respect to Units will apply to all classes of Units you hold.

Fund related information will be provided through our website at www.ellerstoncapital.com.

10.2. FURTHER INFORMATION

A non-exhaustive summary of some of the key terms of the Offer and Constitution of the Fund has been set out in this PDS. For further information about the Fund contact your financial adviser. The Constitution may be viewed between 9:00 am and 5:00 pm, Sydney time, on weekdays by contacting the Manager on info@ellerstoncapital.com or (02) 9021 7797.

10.3. OFFER CHANGES

The Manager reserves the right to cancel the Offer, reject an application (in full or in part) and return application monies for whatever reason.

10.4. DISCLOSING ENTITY

At the date of this PDS, the Fund is not currently a disclosing entity under the Corporations Act. If this changes, the Fund will be subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, any ASIC office.

If and when the Fund becomes a disclosing entity, you may obtain a copy of:

- The Fund's annual financial report most recently lodged with ASIC;
- Any half-year financial reports lodged with ASIC by the Fund after lodgment of that annual report and before the date of this PDS; and
- Any continuous disclosure notices given by the Fund after that date of lodgment of that annual report and before the date of this PDS;

on request from us free of charge.

10.5. COMPLAINTS RESOLUTION

The Manager has a formal policy in place for dealing with complaints. In the first instance, complaints should be in writing to Ellerston Capital Limited, Level 11, 179 Elizabeth Street, Sydney NSW 2000. The Manager will acknowledge Unit holder complaints immediately, and will investigate complaints and provide a final response to the complaint within 45 days of receipt of the complaint.

If you are ultimately dissatisfied with the outcome of your complaint you may refer the matter, free of charge, to the Financial Ombudsman Service which is an external dispute resolution scheme:

Phone: 1300 780 808
 Fax: +61 3 9613 6399
 Email: info@fos.org.au

Website www.fos.org.au
 Mail: GPO Box 3
 Melbourne VIC 3001

10.6. ANTI-MONEY LAUNDERING

The Manager is required to comply with the Anti-Money Laundering and Counter Terrorism Financing Act 2006 (Cth) (AML/CTF Law). The Manager may require you to provide personal information and documentation in relation to your identity when you purchase Units in the Fund. The Manager may need to obtain additional information and documentation from you when undertaking transactions in relation to your investment. The Manager may need to identify:

- A Unit holder (including all investor types noted on the Application Form) prior to purchasing Units in the Fund. The Manager will not issue Units until all relevant information has been received and your identity has been satisfactorily verified;
- Your estate – if you die while you are the owner of Units in the Fund, the Manager may need to identify your legal personal representative prior to redeeming Units or transferring ownership; and
- Anyone acting on your behalf, including your power of attorney.

In some circumstances, the Manager may need to re-verify this information.

By applying to invest in the Fund, you also acknowledge that the Manager may decide to delay or refuse any request or transaction, including by suspending the issue or redemption of Units in the Fund, if it is concerned that the request or transaction may breach any obligation of, or cause us to commit or participate in an offence under, any AML/CTF Law, and the Manager will incur no liability to you if it does so.

10.7. PRIVACY

The Application Form accompanying this PDS requires you to provide personal information. The Manager and each Service Provider to the Manager or Fund may collect, hold and use your personal information in order to assess your application, service your needs as a client or Unit holder, provide facilities and services to you, the Manager or the Fund and for other purposes permitted under the Privacy Act 1998 (Cth). Tax and company law also require some of the information to be collected in connection with your application. If you do not provide the information requested, your application may not be able to be processed efficiently, or at all. Your information may also be disclosed to members of the Manager's Group, the Registry, and the Administrator and to their affiliates, delegates, agents and Service Providers on the basis that they deal with such information in accordance with any agreement entered into with the Manager or the Manager's privacy policy. The Manager may need to disclose information about you to government entities and regulators as required by law.

Your information may also be used to inform you about investment opportunities or other matters that the Manager's Group thinks may be of interest to you. Contact the Manager using its contact details in the Corporate Directory if you do not want your personal information to be used for this purpose or to request a copy of your personal information held by the Manager (or the Registry). See the Registry's privacy policy at www.linkmarketservices.com.au for information regarding how the Registry protects the confidentiality of Unit holder's personal information.

The Managers or the Registry's privacy policy (where applicable) includes further details surrounding:

- How you may complain about a breach of the Australian Privacy Principles and how we will deal with your complaint; and
- The circumstances in which personal information to overseas recipients and which countries such recipients are located if it is practicable to specify those countries.

10.8. KEY CORPORATE GOVERNANCE POLICIES

Related Party Transactions

Ellerston Capital has a related party transactions policy which sets out the requirement that related party dealings be on not less than “arm’s length terms” or that an exemption applies to the transaction or that the dealings be approved by the members of the entity giving the benefit to the related party or otherwise comply with Corporations Act requirements.

Conflicts of Interest

Ellerston Capital has established internal policies and procedures to ensure that any conflicts of interest arising in relation to the Fund are adequately identified and appropriately managed.

Where we consider that a particular conflict of interest is likely to have a materially adverse effect on Unit holders we will seek to implement adequate arrangements to mitigate and prevent (where practicable) these adverse effects on Unit holders. In certain cases, we may disclose the conflict of interest to Unit holders and obtain their consent for us (and other persons if relevant) to proceed in the context of that conflict of interest.

Group Activities

Subject to the Corporations Act and the Manager’s compliance policies, each of the Manager and other members of the Manager’s Group and their associates may from time to time:

- Invest in the Fund, any such investment will be on the same terms as other Unit holders. The Manager’s Group reserves the right to add to or withdraw its investment without further notice;
- Act in various capacities (such as manager and responsible entity) in relation to, or be otherwise involved in (such as by way of investment), other business activities that may be in competition with the interests of Unit holders;
- Deal with each other in relation to the Fund (such as the Fund acquiring investments from the Manager’s Group) in which case the dealing will generally be on arm’s length terms or approved by Unit holders;
- Invest in and deal in any capacity, with the same investments as that of the Fund, on similar or different terms; and/or
- Recommend that investments be purchased or sold, on behalf of the Fund, regardless of whether at the same time it may buy, sell or recommend, in the same or in a contrary manner, the purchase or sale of identical investments in relation to itself or other clients.

Commission Sharing

The Manager may execute transactions or arrange for the execution of transactions through brokers and other counterparties to the Fund with whom they have “commission sharing” arrangements. The benefits provided under such arrangements will generally assist the Manager in the provision of investment services to the Fund. Specifically, the Manager may receive a benefit based on certain metrics such as the number of trades executed or Leverage obtained through the respective broker or counterparty. Benefits received by the Manager may take the form of, among other things, research services, quotation services, news wire services, portfolio and trade analysis software systems, special execution and clearance capabilities, which are used by the Manager in connection with the Fund and its other activities and clients.

10.9. SERVICE PROVIDER APPOINTMENTS

The Manager has appointed:

- Link Market Services Limited to provide registry services for the Fund;
- State Street Australia Limited to provide accounting services for the Fund and custody;
- Ernst & Young as auditors of the Fund.

The Manager may, subject to the law, change these or engage replacement or additional service providers at any time.

10.10. CONSENTS

Each of the key Service Providers:

- Has not authorised or caused the issue of this PDS; and
- Does not make or purport to make any statement in this PDS.

11. Glossary

A\$ OR \$	Australian dollars.	FUTURES	An agreement under which the holder of the futures contract is under an obligation to deliver or take delivery of a particular asset (e.g. gold and currency) for a particular price and at a particular time.
ADMINISTRATOR AND CUSTODIAN	State Street Australia Limited as a provider of accounting services to the Fund.	GLOBAL DEPOSITORY RECEIPTS	A global depository receipt or GDR is a bank certificate issued in more than one country for shares in a foreign company.
AFSL	Australian Financial Services Licence.	IDPS	Has the meaning provided in Section 7.7 .
ALPHA	The excess return of the Fund relative to the return of the Benchmark.	INDIRECT INVESTOR	Has the meaning provided in Section 7.7 .
AMERICAN DEPOSITORY RECEIPTS	An American depository receipt (ADR) is a negotiable certificate issued by a U.S. bank representing a specified number of shares (or one share in a foreign stock traded on a U.S exchange	LEVERAGE	Borrowing money or securities to invest or investing through Derivatives in order to increase the monies available for investment.
APPLICATION FORM	The application form accompanying this PDS.	LONG	The exposure obtained by acquiring an investment.
APPLICATION PRICE	Has the meaning provided in Section 7.1 .	MANAGER	Ellerston Capital as responsible entity and investment manager of the Fund.
ASIAN COMPANIES	Any company listed on an Asian exchange (including exchanges in Hong Kong, China, Taiwan, Korea, India, Singapore, Malaysia, Thailand, Philippines, Indonesia, Japan, Vietnam, Pakistan and Sri Lanka) or included in the Benchmark or that in the Manager's opinion are likely to be included in the Benchmark and any Asian domiciled companies that trade as ADR or GDR who trade on non-Asian exchanges.	MANAGER'S GROUP	The Manager and each of its related bodies corporate, and each of their associates.
ASIC	Australian Securities and Investments Commission.	NET ASSET VALUE	The net asset value of the relevant class or the Fund, as appropriate, as determined under the Constitution. Refer also Section 7.5 .
AUDITOR	Ernst & Young as auditor of the Fund's annual financial accounts and compliance plan.	OFFER	The invitation to subscribe for Units set out in this PDS.
BENCHMARK	MSCI Asia Ex Japan (non-accumulation) Index in AUD.	OPTION	An agreement under which the holder has the right but not the obligation to purchase or sell an asset (e.g. a share) at a particular price at or by a particular time.
BUSINESS DAY	Any day that is not a Saturday, Sunday or public holiday in New South Wales, Australia.	OTC DERIVATIVE	A Derivative that is not an Exchange Traded Derivative.
BUY/SELL SPREAD	Has the meaning provided in Section 6.2 .	PDS	This product disclosure statement.
CALCULATION PERIOD	Has the meaning provided in Section 6.2 .	PERFORMANCE FEE	Has the meaning provided in Section 6.2 .
CASH AND CASH-LIKE INVESTMENTS	Investments in deposits, cash management trusts, fixed interest, debentures or similar investments as determined by the Manager.	REGISTRY OR REGISTRAR	Link Market Services Limited as a provider of registry services to the Fund.
CLASS	Each Class of units in the Fund.	SECURITIES	Any type of shares or other equity interests in a company, exchange traded fund (listed or targeting a listing on an exchange within 6 months), or managed investment scheme.
CONSTITUTION	The Constitution of the Fund as amended from time to time.	SWAP	A Derivative contract through which two parties exchange financial instruments.
DERIVATIVE	A financial instrument where the value depends on, or is derived from, the value of an underlying designated asset or market index (e.g. an individual share or a broad share market index).	SERVICE PROVIDERS	The entities named in Section 4.7 as such and any additional or replacement service providers to the Fund from time to time.
ELLERSTON CAPITAL	Ellerston Capital Limited ACN 110 397 674.	SHORT SELLING	Selling an investment (which has been borrowed from another party) with the intention of buying it back at a later date.

EXCHANGE TRADED DERIVATIVE	A Derivative that is traded through a public exchange or market. Exchange Traded Derivatives are characterised by standard terms and conditions.	UNITS	Units representing a beneficial interest in the Fund issued pursuant to this PDS.
FUND	Ellerston Asia Growth Fund ARSN 626 690 686 an Australian domiciled unit trust, constituted by and under its Constitution and registered as a managed investment scheme.	US PERSONS	Has the meaning given to the term in Regulation S of the U.S. Securities Act 1933 (as amended).
FUNDAMENTAL	Analysing investment factors that can affect the security's value, including macroeconomic factors (for example, the overall economy and industry conditions) and company-specific factors (for example, business model, management and valuation).		

12. Corporate Directory

MANAGER	REGISTRY
<p>Ellerston Capital Limited Level 11, 179 Elizabeth Street Sydney NSW 2000</p>	<p>Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138 Telephone (Toll Free within Australia): +61 1800 992 149 Email: Ellerston@linkmarketservices.com.au</p>
AUDITORS	ADMINISTRATOR AND CUSTODIAN
<p>Ernst & Young 200 George Street Sydney NSW 2000</p>	<p>State Street Australia Limited 420 George Street Sydney NSW 2000</p>



ELLERSTON CAPITAL

SYDNEY OFFICE

Level 11, 179 Elizabeth Street,
Sydney NSW 2000

MELBOURNE OFFICE

Level 4, 75-77 Flinders Lane,
Melbourne VIC, 3000

Ph: 02 9021 7797

E: info@ellerstoncapital.com

Ellerston Asia Growth Fund

ARSN: 626 690 686

ABN 34 110 397 674

Responsible Entity: Ellerston Capital Limited

Application Form

Please complete this form if you wish to invest in units in the Ellerston Asia Growth Fund. ECL1411AU

This Application Form accompanies the Product Disclosure Statement (PDS) dated 2 October 2018. It is important that you read the PDS in full and the acknowledgments contained in this application form before applying for Units ('Units').

Before you complete this form

1. Ensure that you have read the relevant Product Disclosure Statement which contains important information about investing in the Fund. You can access this on our website, www.ellerstoncapital.com or request a copy free of charge by calling our Client Services team on +61 2 9021 7797.
2. Ensure that you have received this Application Form and PDS in Australia. (We will not accept an application from a person who we believe received the documents outside Australia).
3. Ensure that you are not:
 - an individual who is a US citizen or US resident for tax purposes;
 - an entity established in the US or US resident for tax purposes; or
 - an entity with any Controlling Person/s* who is/are US citizens or residents of the US for tax purposes.

Note: Applications from US citizens or US residents who have an obligation to pay tax to the US tax authorities on their worldwide income will NOT be accepted.

* A Controlling Person is any individual who directly or indirectly exercises control over the entity. For a company, this includes any beneficial owners controlling more than 25% of the shares of the company. For a Trust, this includes Trustees, Settlers or Beneficiaries. For a Partnership this includes any partners.

How to complete this form

1. Check the table on the next page to determine what type of applicant you are (NB you may be more than one type).
2. Check the table on the next page to see which sections you need to complete.
3. Complete the form, ensuring you include ALL relevant sections.

Checklist before sending (tick all boxes)

- Check you have completed all relevant sections according to the table on the next page.
- Check you have signed and dated the form (see Section K, p26).
- Check you have included all requested certified copies of specified documents (see Section L, p27).
- Check you have attached your cheque or electronically transferred the funds to pay for your investment.
- New customers: Mail the completed form and documents to Link Market Services Limited, PO Box 3721, Rhodes, NSW 2138.
- Existing Ellerston Asia Growth Fund investors making an additional application: Fax the completed form and documents to Link Market Services Limited, attn. MFO Operations, Fax 02 9287 0370 or mail to Link Market Services Limited, PO Box 3721, Rhodes, NSW 2138.

Privacy

Ellerston Capital Limited is committed to protecting and maintaining the privacy of its Unitholders. The personal information collected is only used or disclosed for the purpose for which it is collected or for related purposes that would reasonably be expected. Personal information is not used or disclosed for any other purpose without consent or unless required or authorised by law. Personal information may be provided to service providers who provide services in connection with products and services. Service providers are provided with instructions to ensure that they protect and maintain privacy. Personal information may also be disclosed to people authorised to act on behalf of a Unitholder. Additional information may be required to verify the identity of a Unitholder and any underlying beneficial owner of Units in the Fund.

Checklists for completing the form

What type of applicant are you? (Please tick the boxes that apply to you)

Investor

Sections you must complete

- | | |
|---|----------------------|
| <input type="checkbox"/> Custodian of investment platform (go to Sections A, p3 and A(1), p3) | A, A(1), B through L |
| <input type="checkbox"/> Company investors (go to Sections A, p3 and A(2), p4) | A, A(2), B through L |
| <input type="checkbox"/> Trust investors (go to Sections A, p3 and A(3), p6) | A, A(3), B through L |
| <input type="checkbox"/> Individual/joint and sole trader investors (go to Sections A, p3 and A(4), p8) | A, A(4), B through L |
| <input type="checkbox"/> Partnership investors (go to Sections A, p3 and A(5), p9) | A, A(5), B through L |
| <input type="checkbox"/> Association investors (go to Sections A, p3 and A(6), p11) | A, A(6), B through L |
| <input type="checkbox"/> Registered cooperative investors (go to Sections A, p3 and A(7), p12) | A, A(7), B through L |
| <input type="checkbox"/> Government body investors (go to Sections A, p3 and A(8), p13) | A, A(8), B through L |

The sections of this form (Please tick relevant sections as you complete them)

Section

- Section A Investor details.** All information about the investor(s), including full name, residential address (mandatory), postal address (optional) and contact details as well as details for corporate or trust investors.
- Section B Investment and payment details.** The amount you wish to invest in the Ellerston Asia Growth Fund and your payment method
- Section C Distribution payment instructions.** Details of your nominated bank account for credit of distributions and redemptions. Must be an account with an Australian domiciled financial institution.
- Section D Contact details and preferred communication method.** Please provide contact details, where we can send all correspondence including transactions, distribution and tax statements, ongoing disclosures and other materials, according to your preferred method of communication.
- Section E Acting authority or authorized representative.** Only one TFN is required unless the investment is a joint holding in which case all individuals should provide a TFN.
- Section F Operating authority.** Advise us who has authority to operate your account.
- Section G Financial advisor details.** Please record the details here of your financial advisor if you wish them to be registered on your account.
- Section H Tax certification – FATCA (US) and CRS (other jurisdictions).** You MUST complete this section if you are an individual, joint investor or sole trader OR if you are investing as an entity of any kind. You must also indicate whether you are or are not a US citizen or resident for tax purposes, and provide other information as requested.
- Section I Subscription terms and conditions.** Includes privacy information.
- Section J Declarations and signatures.** Ensure each investor reads this section and signs and dates the form.
- Section K Investor identification information.** This is a checklist, to help you ensure you provide the information we require. As well as enabling us to register your account properly, you help us to fulfil our obligations under the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (AML/CTF law) to identify and verify the identity of investors before providing a 'designated service'. In order for us to fulfil our obligations we must ask all investors to provide information and documents, details of which are specified in the Product Disclosure Statement as well as on this application form.

Section A Investor details

ALL investors please answer these questions:

Are you an existing Ellerston Asia Growth Fund investor?

No – Complete all sections of application form as per table on page [2] of this form.

Yes – Complete existing account details in **Section A** below, and **Section J** on page 26.

Account name

Account no.

All types of investor: How would you like your account name to be registered? (Check spelling matches details below)

Registered name(s):

Held for the account of (if relevant):

Please specify the source of funds and wealth used to acquire the investment e.g. sale of assets, member contributions to a Super Fund, earnings, inheritance, gift, private assets, savings etc.

Section A(1) Custodians of investment platforms

Please provide details of the operator/issuer of the relevant managed investment scheme, superannuation fund, IDPS or IDPS-like scheme for which you are the custodian. If a nominee company forms part of the business relationship for this application, copy this section and also complete for the section A(1) for the nominee.

Full name of custodian or nominee

ACN or ABN

Registered office street address (PO Box is NOT acceptable)

Level Street address

Town/suburb

State

Post code

Country (if not Australia)

Principle place of business street address (PO Box is NOT acceptable)

Level Street address

Town/suburb

State

Post code

Country (if not Australia)

Country of incorporation, formation or establishment

Australian regulatory licence number (eg AFSL or RSE)

Is the Company public or proprietary/private?

Public Proprietary/private

Type of investment platform (tick one)

Registered managed investment scheme Superannuation fund IDPS IDPS-like scheme

Other (please specify)

Name of investment platform

Licence type

Postal address

Level Street or PO Box address

Town/suburb

State

Post code

Country

Work Phone

Home phone

Fax

Mobile

Email

Section A(2) Company investors and corporate trustee(s)

To fulfil AML/CTF requirements, this section must be completed by a custodian/nominee representing a trust such as a superannuation fund or other trust even if the Corporate Trustee does not form part of the registered name.

Full name of company as registered with ASIC or overseas regulator

Country of incorporation, formation or establishment

Registered Office street address (PO Box is NOT acceptable)

Level	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Principal place of business street address (PO Box is NOT acceptable)

Level	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Postal address

Level	Street or PO Box address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Work Phone	Home phone	Fax	Mobile
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Email

Australian Tax File Number OR Exemption details (if applicable)

<input type="text" value="xxx - xxx - xxx"/>	<input type="text"/>
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Is the Company public or proprietary/private?

Public Proprietary/private

Registration Details (tick the box that applies)

ASIC registered (provide ACN, ABN, ARBN or ARSN)

Foreign registered (provide foreign registration number)

Provide name of foreign regulator

Company type (Please tick one of the below)

- Australian company (public/listed)
 Australian company (proprietary or private)
 Majority-owned subsidiary of an Australian listed company
 Company licensed and subject to the regulatory oversight of a Commonwealth, State or Territory statutory regulator in relation to its activities as a company e.g. AFSL, RSL or RSE
 Foreign company (public/listed)
 Foreign company (proprietary or private)

Directors (to be completed for a proprietary company or foreign private company)

How many directors are there? Please provide full names of each director below.

Given names	Family names
<input type="text" value="Director 1"/>	<input type="text"/>
<input type="text" value="Director 2"/>	<input type="text"/>
<input type="text" value="Director 3"/>	<input type="text"/>
<input type="text" value="Director 4"/>	<input type="text"/>

If there are more than four directors, please provide details on a separate sheet or copy of this page

Shareholders/beneficial owners

This section should be completed by:

- Any unlisted public company or proprietary company that is NOT licensed and subject to the regulatory oversight of a Commonwealth, State or Territory statutory regulator in relation to its activities as a company, and
- Any foreign private company.

Please provide details of:

- Each individual who ultimately owns 25% or more of the issued capital of the company through direct or indirect shareholdings; OR
- Any individual who is entitled (directly or indirectly) to exercise 25% or more of the voting rights.

If no one satisfies either of the above categories, provide details instead of:

- The most senior managing official(s) (or equivalent) of the company (such as the managing director or directors who are authorised to make policy, operating or financial decisions or failing that, who is/are authorized to sign on behalf of the company).

All individuals below will be required to provide identification in accordance with the checklist in Section L, pp27-28.

Individual 1

Title: Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Individual 2

Title: Mr Mrs Miss Ms Other (specify)

Given Names (in full)

Date of birth

Surname/Family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Individual 3

Title: Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Individual 4

Title: Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Section A(3) Trusts and superannuation funds

In this section you should provide details of the trust itself and you may need to provide details of the beneficiaries, the trustees, the settlor and the appointer (as applicable).

Full name of trust or superannuation fund

Country of establishment or formation Date of establishment

Business name of the trustee (if applicable)

Type of trust

Please confirm the type of trust (tick one):

- Regulated self-managed superannuation fund**, regulated by the ATO
Provide the SMSF's ABN:

- Registered managed investment scheme (MIS)**, regulated by ASIC
Provide the ARSN of the registered MIS:

- Unregistered managed investment scheme (MIS)** with only wholesale clients and which does not make small scale offerings under S1012E of the Corporations Act 2001
Provide the ABN of the unregistered MIS:

- Government Superannuation Fund established by legislation** (Commonwealth, State or Territory)
Provide the name of the legislation establishing the fund:
Provide Registrable Superannuation Entity (RSE) from APRA:

- Other regulated Australian trust** (registered/subject to the regulatory oversight of a Commonwealth statutory regulator)
Provide name of regulator (eg ASIC, APRA, ATO, ACNC):
Registrable Superannuation Entity (RSE) from APRA:
ABN, or ARSN from ASIC:

- Unregulated Australian trust**
Please state the type of Trust (eg unregulated SMSF, family trust, charitable fund not registered with the ACNC, testamentary trust):
Please also provide settlor and beneficiary details below.

- Foreign trust (not established in Australia)**
Name of foreign regulator (if applicable):
Registration number (if any) with foreign regulator:
Please also provide settlor and beneficiary details below.

Settlor details of an unregulated Australian trust or a foreign trust

Is the material asset contribution to the trust by the settlor less than \$10,000?

Yes No

Is the settlor deceased?

Yes No

If you answered No to BOTH of these questions, please provide the **full name and address** of the settlor.

Settlor's detailsTitle Mr Mrs Miss Ms Other (specify)

Given names (in full)

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Beneficiary details of an unregulated Australian trust or a foreign trust**Do the terms of the trust identify the beneficiaries by reference to a membership of a class?** Yes Describe the class or classes of beneficiaries below. No Complete the 'Beneficiary details requested below for each beneficiary entitled to benefit from 25% or more of the assets of the trust.**Please describe the class or classes of beneficiaries (e.g. holders of different classes of units, family members or named persons)****Beneficiary 1**Title: Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Beneficiary 2Title: Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Beneficiary 3Title Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Beneficiary 4Title Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Trustee details

- **Note: Individual Trustees** must complete Section A(4); **Corporate Trustees** must complete Section A(2).
- **Unregulated Australian trusts** and **foreign trusts** must complete the following section.

Appointer of an unregulated or foreign trust (the person entitled to remove or appoint trustees)

Does anyone else have a substantial degree of control over the trust (e.g. an appointer or individual or company granted specific powers by the trust deed to appoint, remove or instruct trustees)?

- Yes Please provide the name, address and date of birth of the appointer in section A(4), and provide identification as required in section L on pages 27-28 of this form.
- No Proceed to next question.

Is there anyone else who directly or indirectly controls the trust that is different from the trustees/appointer already provided? (This includes control by acting as trustee by means of agreements, arrangements, understandings and practices or by exercising control through the capacity to direct the trustees.)

- Yes Please provide their names, addresses and dates of birth in section A(4), and provide identification as required in section L on pages 27-28 of this form.
- No Proceed to section B.

Section A(4) Individual investors, sole traders and individual trustees**Investor 1**Title Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Country of Citizenship

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Work phone

Home phone

Fax

Mobile

Email

Are you an Australian resident for tax purposes? Yes NoIf not please specify your country of tax residence

Australian Tax File Number or Exemption details (if applicable)

Investor 2Title Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Country of Citizenship

Residential street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb	
<input type="text"/>	<input type="text"/>	<input type="text"/>	
State	Post code	Country	
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Work Phone	Home phone	Fax	Mobile
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Email			
<input type="text"/>			

Are you an Australian resident for tax purposes? Yes No

If not please specify your country of tax residence

Australian Tax File Number or Exemption details (if applicable)

<input type="text"/>	<input type="text"/>
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Sole traders

If you are a sole trader, complete this section as well as the above.

Full business name

Principal place of business street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb	
<input type="text"/>	<input type="text"/>	<input type="text"/>	
State	Post code	Country	
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Work phone	Home phone	Fax	Mobile
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Email		ABN	
<input type="text"/>		<input type="text"/>	

Section A(5) Partnerships

Full name of partnership	ABN
<input type="text"/>	<input type="text"/>

Full business name of partnership registered in any State or Territory (if applicable)

Country of formation or establishment	Date of establishment
<input type="text"/>	<input type="text"/>

Australian Tax File Number or Exemption details (if applicable)
<input type="text"/>

How many partners are there?

Is the partnership regulated?

- Yes Please provide details of ONE of the partners below.
- No Please provide the full name, residential street address and date of birth of ALL partners in Section A(4), or if the partners are a company, please use Section A(2).

Please provide details of ONE partner in the regulated partnership

Title <input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Miss <input type="checkbox"/> Ms <input type="checkbox"/> Other (specify)	<input type="text"/>
Given Names (in full)	Date of birth
<input type="text"/>	<input type="text"/>
Family name	
<input type="text"/>	

Residential street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb	
<input type="text"/>	<input type="text"/>	<input type="text"/>	
State	Post code	Country	
<input type="text"/>	<input type="text"/>	<input type="text"/>	

Beneficial owners

Are the beneficial owners different from the partner already entered in above?

- Yes (please provide details below)
 No (no further information required in this section)

Beneficial owners are those who:

- Ultimately own 25% or more of the partnership, OR
- Are entitled, directly or indirectly, to exercise 25% or more of the voting rights of the partnership, including the power of veto.

If no one satisfies either of these categories, it applies instead to:

- Each individual who directly or indirectly controls the partnership through the capacity to determine decisions about financial or operating policies or by other means.

If none of the above, it applies instead to:

- Each of the most senior managing official(s) of the partnerships.

Beneficiary 1

Title: Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Beneficiary 2

Title: Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Beneficiary 3

Title Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Beneficiary 4

Title Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Section A(6) Associations

Full name of association	Incorporation number or ABN
<input type="text"/>	<input type="text"/>

Principal place of administration street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country (if not Australia)
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registered office street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country (if not Australia)
<input type="text"/>	<input type="text"/>	<input type="text"/>

Australian Tax File Number or Exemption details (if applicable)
<input type="text"/>

Governing members or responsible officer details

Chairperson

Title	<input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Miss <input type="checkbox"/> Ms <input type="checkbox"/> Other (specify)	<input type="text"/>
Given names (in full)	<input type="text"/>	Date of birth
<input type="text"/>		<input type="text"/>
Surname/family name	<input type="text"/>	

Residential street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Secretary

Title	<input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Miss <input type="checkbox"/> Ms <input type="checkbox"/> Other (specify)	<input type="text"/>
Given names (in full)	<input type="text"/>	Date of birth
<input type="text"/>		<input type="text"/>
Surname/family name	<input type="text"/>	

Residential street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Treasurer

Title	<input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Miss <input type="checkbox"/> Ms <input type="checkbox"/> Other (specify)	<input type="text"/>
Given names (in full)	<input type="text"/>	Date of birth
<input type="text"/>		<input type="text"/>
Surname/family name	<input type="text"/>	

Residential street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Section A(7) Registered co-operatives

Full name of registered co-operative	Registration Number or ABN
<input type="text"/>	<input type="text"/>

Principal place of administration street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country (if not Australia)
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registered office street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country (if not Australia)
<input type="text"/>	<input type="text"/>	<input type="text"/>

Australian Tax File Number or Exemption details (if applicable)
<input type="text" value="xxx - xxx - xxx"/> <input type="text"/>

Name and residential street address of the public officer (or Chairman, Secretary or Treasurer if there is no public officer) (PO Box is NOT acceptable)**Public officer**

Title	<input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Miss <input type="checkbox"/> Ms <input type="checkbox"/> Other (specify) <input type="text"/>	
Given names (in full)	<input type="text"/>	Date of birth
	<input type="text"/>	<input type="text"/>
Surname/family name	<input type="text"/>	
Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country (if not Australia)
<input type="text"/>	<input type="text"/>	<input type="text"/>

Chairperson

Title	<input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Miss <input type="checkbox"/> Ms <input type="checkbox"/> Other (specify) <input type="text"/>	
Given names (in full)	<input type="text"/>	Date of birth
	<input type="text"/>	<input type="text"/>
Surname/family name	<input type="text"/>	

Residential street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Secretary

Title	<input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Miss <input type="checkbox"/> Ms <input type="checkbox"/> Other (specify) <input type="text"/>	
Given names (in full)	<input type="text"/>	Date of birth
	<input type="text"/>	<input type="text"/>
Surname/family name	<input type="text"/>	

Residential street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Treasurer

Title Mr Mrs Miss Ms Other (specify)

Given names (in full) Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Section A(8) Government bodies

Full name of government body	Registration or incorporation number
<input type="text"/>	<input type="text"/>

Principal place of operations (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country (if not Australia)
<input type="text"/>	<input type="text"/>	<input type="text"/>

Australian Tax File Number or Exemption details (if applicable)

Select one of the following categories and provide the requested information:

- Commonwealth of Australia government body
- Australian State or Territory government body (specify State)
- Australian or State/Territory Government Entity
- Emanation (describes any body which provides a public service under the control of **government**).
- Established under legislation of a foreign country (specify country)

If the government body is an entity, an emanation or foreign government body, provide information about the ownership or control of the government body:

Beneficial owners and Controlling Persons

This section should be completed by any government entity, emanation or foreign government body. Please provide details of:

- Each individual who ultimately owns 25% or more of the government entity, emanation or foreign government body through direct or indirect shareholdings; OR
- Any individual who is entitled (directly or indirectly) to exercise 25% or more of the voting rights.

If no one satisfies either of the above categories, provide details instead of:

- The most senior managing official(s) (or equivalent) who is/are authorised to make policy, operating or financial decisions or failing that, who is/are authorised to sign on behalf of the government entity, emanation or foreign government body.

All individuals below are required to provide identification (see Section L, 'Investor identification documents').

Individual 1

Title Mr Mrs Miss Ms Other (specify)

Given names (in full) Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no.	Street address	Town/suburb
<input type="text"/>	<input type="text"/>	<input type="text"/>
State	Post code	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>

Individual 2Title Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Individual 3Title Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Individual 4Title Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Section B Investment details and payment method

Please advise the details of your required investment.

Fund name: **Ellerston Asia Growth Fund**

Amount you wish to invest

APIR code

Reinvest all distributions (Y/N) OR

Deposit in nominated account (Y/N)

Please note that the minimum application amount is AU\$10,000.

Payment Method

Please select your payment method below (tick one). All payments must be in Australian dollars.

Electronic funds transfer

Please transfer funds, using your investor name as a reference, at the same time as you post your application to avoid delays in the account opening process. Make your payment to:

Account name: Pacific Custodians Pty Limited – Ellerston Capital Applications

BSB 062 028

Account no. 1066 0620

Reference* **EAGF [Investor name] E.g. EAGF John Citizen**

* We will use this reference on our transaction statement and to identify who the payment is from.

Cheque

Please make your cheque payable to 'Pacific Custodians Pty Limited - Ellerston Asia Growth Fund and send with this Application Form.

Section C Distribution payment instructions

If you indicated in Section B above that all distributions are to be paid to your nominated bank account, please provide details here.

Pay income to this Australian bank, building society or credit union account:

Australian institution

Account name

BSB

Branch

Account number

Pay income to this overseas bank, building society or credit union account:

Overseas institution

Account name

BSB (or equivalent)

Branch

Account number

Reference

Prefix or suffix

Other payment instructions

Section D Contact details and preferred communication method

ONLY complete this section if you wish to provide alternate contact details from those you provided in Section A.

Please complete the following if contacts details are different from those provided in Section A. For joint investors, please note that unless you indicate otherwise in this section, the Issuer will use the contact details provided in section A for Investor 1 for all communications, statements, transaction details and so on.

Title Mr Mrs Miss Ms Other (specify)

Contact name

Care of (C/-) property name/building name

Residential street address (PO Box is NOT acceptable)

Suite no./unit no./level no. and street address

Town/suburb

State

Post code

Country

Work phone

Home phone

Fax

Mobile

Email

Preferred communication method

Secure website access

Access to Ellerston Capital Limited's secure website enables you to view your account details online, including your current account value, transaction history and statements. Note that you will need to provide your email address in the contact details above (or as included in Section A) in order to register for access. Joint investors and trustees must register separately.

Please indicate how you would prefer us to communicate with you by ticking the appropriate box:

Mail

Email

Section E Acting authority or authorised representative

If this application form is being signed by one or more other person/s holding legal authority to act on behalf of the investor or by a representative of the State/Public Trustee, please provide the full name, residential street address and date of birth of the person and provide a copy of the person's certified photographic ID e.g. driving licence or passport. Also indicate the type of authority and provide a certified copy of the authority with this application.

Individual 1

Title Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Type of authorisation

POA Parent/guardian Executor/administrator Bankruptcy trustee Public or State trustee

I confirm that a certified copy of my/our authority to act for the investor is attached.

I confirm that a certified copy of my photographic ID is attached (other than for the State/Public Trustee).

Individual 2Title Mr Mrs Miss Ms Other (specify)

Given names (in full)

Date of birth

Surname/family name

Residential street address (PO Box is NOT acceptable)

Unit no. Street address

Town/suburb

State

Post code

Country

Type of authorisation

 POA Parent/guardian Executor/administrator Bankruptcy trustee Public or State trustee I confirm that a certified copy of my/our authority to act for the investor is attached. I confirm that a certified copy of my photographic ID is attached (other than for the State/Public Trustee).**Section F Operating authority**

This section must be completed by all investors.

When giving instruction to us about your investment, please indicate who has authority to operate your account;

Individual joint accounts (if no box is ticked we will assume that both/all investors must sign): Either to sign Both/all to sign**Companies, trusts, super funds, partnerships, sole traders** (if no box is ticked all instructions must be signed by two Directors OR two trustees OR two partners OR director AND secretary OR sole trader): One to sign Both/all to sign Other (please specify) **Section G Financial advisor**

Name of advisor/consultant

Company or organisation name

PO Box / RMB / Locked bag/care of (c/-) property name / building name (if applicable)

Suite no./unit no./level no. and street address

Town/suburb

State

Post code

Country

Work phone

Home phone

Fax

Mobile

Email

Would you like your financial advisor to receive copies of information sent to you? Yes No

What are FATCA and CRS? Some background

The US Foreign Account Tax Compliance Act (FATCA) and the Common Reporting Standard (CRS) are two ways in which a large number of governments are seeking the same thing – to improve global tax compliance. Both require financial institutions to capture relevant information on foreign taxpayers, as follows:

- FATCA promotes cross border tax compliance by US taxpayers, by implementing an international standard for the automatic exchange of information related to those taxpayers. Australia has entered into an inter-governmental agreement (IGA) with the US to implement FATCA in Australia, to be administered through the ATO. The AUS-USA FATCA IGA requires the ATO to obtain detailed account information for US citizens and/or taxpayers on an annual basis. The effect of this is that, to satisfy their FATCA obligations, relevant Australian financial institutions must identify any US taxpayers and report those taxpayers' financial account data to the ATO.
- CRS is a global reporting standard, developed by the OECD, for the automatic exchange of information (AEOI). Its goal is to allow tax authorities to obtain a clearer understanding of financial assets held abroad by their residents, for tax purposes. Over 96 countries have agreed to share information on residents' assets and incomes in accordance with defined reporting standards. Once again, this means that financial institutions around the globe must provide tax authorities with taxpayer financial account data, and the financial institutions must therefore collect this information from their customers and pass it on.

For more information go to www.linkmarketservices.com.au/corporate/FATCA and click on the links provided.

FATCA/CRS information – Who should complete this section?

This section should be completed by the person completing the Application Form who is **authorised to provide tax residency and certification information** for:

- all other applicants, and
- the underlying entity e.g. trust or partnership etc, and
- the beneficial owners and controlling persons.

1. FATCA/CRS certification of individual, joint individual, sole trader or deceased estate

If you are an **individual, joint individual, a sole trader**, or you will hold the account on behalf of another individual or a deceased estate, then please select the best option below and answer the associated questions. If your account is held on behalf of an entity, e.g. a company, trust, partnership etc, please go to the section on the next page 'FATCA and CRS certification of an entity.' If you do not provide this information, we will not be able to accept your application.

Is the following statement correct? (Tick if applicable)

- Your account is held by an individual or an entity acting in the capacity of executor or administrator of a deceased estate, where EITHER certified copies of the death certificate or Grant of Probate/Letters of Administration have already been provided to us, OR certified copies of these documents are attached to this application.

If you selected the above, your FATCA/CRS certification is complete and **no further information is required**.

Is/are all of the individual applicants (including the person/s for whom the account will be held e.g. a children's account) a citizen or a resident for tax purposes in a country other than Australia?

- Yes – please complete 1.2 **Foreign Individual Investors and Individual Beneficial Owner** details below. **Note:** If an individual is both an Australian and a foreign tax resident, or a tax resident of more than one foreign country, you must also provide this information.
- No – your FATCA/CRS certification is complete and **no further information is required**.
- Only some of the individuals are Australian tax residents:
- For those Individuals who are **Australian tax residents only** (including the person/s for whom the account is held), please complete 1.1 **Australian tax resident information** below.
 - For the remaining individuals (ie who are NOT solely Australian tax residents), please complete 1.2 **Foreign Individual Investors and Individual Beneficial Owner** details below.

1.1 Australian tax resident information

Full name of Australian tax resident 1

Full name of Australian tax resident 2

Full name of Australian tax resident 3

1.2 Foreign Individual Investor(s) and Individual Beneficial Owner(s) details

Please provide ALL information, including your foreign TIN (Taxpayer Identification Number), or exclusions, as relevant. Where a TIN is issued by your jurisdiction, failure to provide this information may result in your application not being processed.

Full name of individual 1 Date of birth

Street address (*PO Box is NOT acceptable*)

Country 1 of tax residency Country 2 of tax residency Country 3 of tax residency

TIN 1 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

TIN 2 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

TIN 3 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

Full name of Individual 2 Date of birth

Street address (*PO Box is NOT acceptable*)

Country 1 of tax residency Country 2 of tax residency Country 3 of tax residency

TIN 1 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

TIN 2 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

TIN 3 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

Full name of Individual 3 Date of birth

Street address (*PO Box is NOT acceptable*)

Country 1 of tax residency Country 2 of tax residency Country 3 of tax residency

TIN 1 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

TIN 2 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

TIN 3 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

2. FATCA and CRS certification of an entity

If you are an investor that is one of the following:

- **A company or other incorporated body, or**
- **Another type of entity e.g. a trust, partnership, cooperative or association etc, or**
- **An individual/s that will hold the Account on behalf of another entity that is a superannuation fund, trust, partnership, government body, co-operative, association or other type of entity,**

then please select the best option below and answer the associated questions. If you do not provide this information, we will not be able to accept your application.

The following best describes your organization (tick one)

- An Australian regulated superannuation fund** (including a complying SMSF), retirement or pension fund. Please provide a printout from the ATO's ABN Lookup or APRA that displays the fund's status.

Please provide your ACN, ABN, ARBN or ARSN to complete your certification.

No further information is required.

- An account held by an entity acting in the capacity of executor or administrator of a deceased estate**, where EITHER certified copies of the death certificate or Grant of Probate/Letters of Administration have already been provided to us, OR certified copies of these documents are attached to this application.

If you select this option, your certification is complete and no further information is required.

- Public Listed Company, Majority Owned Subsidiary of a Public Listed company**, (includes public listed companies or majority owned subsidiaries of listed companies that are not Financial Institutions)

Please provide the name of the market or stock exchange where your company is listed.

Please provide your unique reference code here, eg ASX number, ticker code.

No further information is required.

- Not a Financial Account.** Certain accounts are NOT considered to be 'Financial Accounts' for the purposes of CRS and FATCA. These include:

- An Employee Share Scheme or Trust as defined in the Income Tax Assessment Act 1997
- An Escrow Account established in connection with a court order or judgment, or a sale, exchange, or lease of real or personal property where certain requirements have been met.

If you select this option, your certification is complete and no further information is required.

- Exempt Beneficial Owner.** Under CRS and FATCA, an Exempt Beneficial Owner includes, but is not limited to:

- Australian government organisation or agency
- Reserve Bank of Australia
- International (including intergovernmental) organization

If you select this option, your certification is complete and no further FATCA/CRS information is required.

- Financial institution.** Includes:

- Depository institution
- Investment entity
- Specified insurance company
- Custodian institution.

If you select this option, please complete **2.1 Financial Institution** below.

- Non-Financial Entity (NFE) or (NFFE).** This includes the following entity types:

- Private or proprietary company that is NOT a financial institution
- Public unlisted company that is NOT a financial institution
- Partnership
- Trust
- Co-operative
- Association or club
- Registered or non-registered charitable organization

If you selected this option, please complete **2.2 NFE/NFFE entities** below.

2.1 Financial Institution

What is your GIIN?

If you do not have a GIIN, what is your financial institution status? (Tick one):

- Deemed Compliant FFI (foreign financial institution)
- Excepted FFI
- Non-participating FFI
- Other (please specify)

Are you an Investment Entity (financial institution) located in a non-CRS participating jurisdiction and professionally managed by another financial institution?

Yes No

If you answered **YES**, please complete the remainder of this section and **2.2 NFE/NFFE entities**.

Is the registered holder of this account also a financial institution?

Yes No

If you answered **Yes**, please provide the GIIN (below) for the registered holder.

What is holder's GIIN?

If holder does not have a GIIN, what is its financial institution status (tick one):

Deemed Compliant FFI

Excepted FFI

Non-participating FFI

Other (please specify)

This completes the required information for Financial Institutions.

2.2 NFE/NFFE entities

An entity is Active if it derives more than 50% of its income from the sale of goods or services AND it uses more than 50% of its assets to generate income from the sale of goods or services. An NFE is Passive if it does not fit the description of an Active entity, OR is a professionally-managed investment entity located in a non-participating CRS (Common Reporting Standard) jurisdiction.

Is the NFE/NFFE Active or Passive?

Active If Active, please complete **2.3 Entity foreign tax residency information**

Passive If Passive, please complete **2.3 Entity foreign tax residency information** and **2.4 Entity foreign beneficial owner(s) or **Controlling Persons details**

2.3 Entity foreign tax residency information (tick and/or provide details as indicated)

Is this account holder a US citizen or a resident for tax purposes in a country other than Australia?

Yes No

If you answered **No**, your certification is complete and no further information is required.

If you answered **Yes**, please provide ALL information, including your foreign TIN (Taxpayer Identification Number) or exclusions, as relevant. Where a TIN is issued by your jurisdiction, failure to provide this information may result in your application not being processed.

Country of tax residency 1

Address

TIN 1 OR Country does not require collection of TINs

TIN is available but, has not obtained or has not been issued a TIN

TIN 2 OR Country does not require collection of TINs

TIN is available but, has not obtained or has not been issued a TIN

TIN 3 OR Country does not require collection of TINs

TIN is available but, has not obtained or has not been issued a TIN

2.4 Entity foreign beneficial owner(s) or **Controlling Persons details

Is/Are any of the beneficial owner(s) or controlling persons a U.S. citizen or a resident for tax purposes in a country other than Australia?

Yes No

If you answered **No**, your certification is complete and no further information is required.

If you answered **Yes**, please provide ALL information, including your foreign TIN (Taxpayer Identification Number) or exclusions, as relevant. Where a TIN is issued by your jurisdiction, failure to provide this information may result in your application not being processed.

Full name of individual 1

Date of birth

Street address (PO Box is NOT acceptable)

Country 1 of tax residency	Country 2 of tax residency	Country 3 of tax residency
<input type="text"/>	<input type="text"/>	<input type="text"/>

- TIN 1 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN
- TIN 2 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN
- TIN 3 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

Full name of Individual 2	Date of birth
<input type="text"/>	<input type="text"/>

Street address (PO Box is NOT acceptable)

Country 1 of tax residency	Country 2 of tax residency	Country 3 of tax residency
<input type="text"/>	<input type="text"/>	<input type="text"/>

- TIN 1 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN
- TIN 2 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN
- TIN 3 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

Full name of Individual 3	Date of birth
<input type="text"/>	<input type="text"/>

Street address (PO Box is NOT acceptable)

Country 1 of tax residency	Country 2 of tax residency	Country 3 of tax residency
<input type="text"/>	<input type="text"/>	<input type="text"/>

- TIN 1 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN
- TIN 2 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN
- TIN 3 OR Country does not require collection of TINs
 TIN is available but, has not obtained or has not been issued a TIN

*Capitalised terms used in this section have the meanings defined in the intergovernmental agreement between the Australian and governments to improve international tax compliance and to implement FATCA dated 28 April 2014.

** A Controlling Person means any individual who ultimately beneficially owns 25% or more of an entity or controls the entity, including control through a chain of ownership or by means of control other than direct control.

Section I Subscription terms and conditions

To subscribe for New Units, an applicant (the **Subscriber**) must execute this Application Form. An application is only accepted on confirmation of acceptance in a Transaction Statement by Ellerston Capital Limited.

The Subscriber agrees to subscribe for New Units on these Subscription Terms and Conditions and in accordance with the Constitution.

1. Definitions

The following definitions apply to terms in this Appendix 1. Terms not defined in this Appendix have the meaning set out in the Glossary to the Product Disclosure Statement. The principles of interpretation set out in the Glossary of the Product Disclosure Statement also apply in this Application Form.

Application Form means this form upon which an application for New Units is made by a Subscriber.

Application Price means the sum payable for each New Unit calculated in accordance with this Application Form.

Custodian means the custodian (if any) for the Subscriber, named in this Application Form.

Product Disclosure Statement means the Ellerston Asia Growth Fund Product Disclosure Statement dated 2 October 2018.

New Unit means a new fully paid unit in the Ellerston Asia Growth Fund Units which is the subject of this Application Form.

Payment Date means the date, specified by Ellerston Capital Limited in the Transaction Statement on which payment for New Units falls due.

Transaction Statement means the notice given by Ellerston Capital Limited to the Subscriber specifying the amount for which the Application has been accepted and the Payment Date.

Register means the register of members kept on behalf of Ellerston Capital Limited as responsible entity of Ellerston Asia Growth Fund by Link Market Services Limited.

Subscription Terms and Conditions means these terms and conditions on which applications for New Units are made and agreed to by the Subscriber.

2. Subscriber to procure performance by custodian

Where a Subscriber nominates a Custodian and the Custodian becomes a Unitholder, the Subscriber undertakes to procure that the Custodian, as Unitholder, performs the obligations and observes the restrictions imposed on it under this Application Form.

3. Application for New Units

- a) By lodging the Application Form, the Subscriber irrevocably applies for New Units, at the Application Price, up to the aggregate amount as set out in the Subscriber's Application Form (**Application Amount**) with the number of New Units being rounded down to the next whole number.
- b) The Application Amount is not payable on lodgement of the Application Form.
- c) If the Subscriber's Application is accepted in whole or in part, Ellerston Capital Limited will send the Subscriber a Transaction Statement setting out the amount in respect of which the Application has been accepted.
- d) A Subscriber's commitment is valid and enforceable against the Subscriber from the date on which the Subscriber's Application is accepted (**Effective Date**).
- e) The Subscriber must pay the Subscription Amount to Pacific Custodians Pty Limited Ellerston Asia Growth Fund on the Payment Date.

4. Indemnity

The Subscriber indemnifies Ellerston Capital Limited and each of its officers, employees, advisers and agents (the **Indemnified Parties**) against all Claims and Liabilities (including legal costs on a full indemnity basis) incurred or suffered by or brought by or made or recovered against the Indemnified Parties in connection with, or arising out of, any breach of any provision of these Subscription Terms and Conditions by the Subscriber.

5. Subscriber's acknowledgement

The Subscriber acknowledges and agrees that in considering whether or not to apply for New Units and in proceeding to engage in due diligence enquiries, it did so on the basis that the Product Disclosure Statement it received containing information concerning the Ellerston Asia Growth Fund expressly excluded any reliance on information given to the Subscriber or statements or representations of Ellerston Capital Limited;

- a) The Subscriber represents and warrants to Ellerston Capital Limited that:
 - (i) in conducting due diligence, and subscribing for New Units, the Subscriber did not and does not rely on any statement, representation, warranty, condition, forecast or other conduct which may have been made by or on behalf of Ellerston Capital Limited including, to avoid doubt, the Product Disclosure Statement;
 - (ii) it has had the opportunity to conduct due diligence and has satisfied itself in relation to matters arising from the due diligence;
 - (iii) it understands, acknowledges and accepts the risks and uncertainties of the industry in which the Ellerston Asia Growth Fund operates and the general economic risks that impact on, or could reasonably be expected to impact on the Ellerston Asia Growth Fund, its assets, results, operations and prospects;
 - (iv) irrespective of whether or not the due diligence was as full or exhaustive as the Subscriber would have wished, it has nevertheless, independently and without the benefit of any inducements, representations or warranties from Ellerston Capital Limited or any of its respective directors, officers, employees, agents or advisers, determined to enter into this Application Form; and
 - (v) the disclosures regarding the Ellerston Asia Growth Fund including the information, forecasts and statements of intent contained in material provided to the Subscriber, and made in management presentations, are accepted by the Subscriber based on their own enquiries and understanding.
- b) The Subscriber acknowledges and agrees that, to the extent permitted by law, none of Ellerston Capital Limited or any of its respective directors, officers, employees, agents or advisers:
 - (i) has made or makes any representation or warranty as to the accuracy or completeness of any disclosure or the provision of any information;
 - (ii) accepts any duty of care in relation to the Subscriber in respect of any such information; and
 - (iii) is to be liable to the Subscriber if, for whatever reason, any such information is or becomes inaccurate, incomplete or misleading in any particular way.

- c) Subject to any law to the contrary, all terms conditions, warranties and statements, whether expressed, implied, written, oral, collateral, statutory or otherwise, are excluded, and Ellerston Capital Limited and its respective directors, officers, employees, agents and advisers disclaim all Liabilities in relation to them to the maximum extent permitted by law.
- d) The Subscriber acknowledges that:
 - (i) it has read and understood, the Product Disclosure Statement;
 - (ii) Ellerston Capital Limited has issued the Product Disclosure Statement and other information and materials relating to the offer, and has made the invitation to apply for Units in the Ellerston Asia Growth Fund only in its capacity as responsible entity of the Ellerston Asia Growth Fund, and in no other capacity, and its liability is limited to and can be enforced to the extent to which it can be and is in fact satisfied out of property of the Ellerston Asia Growth Fund from which Ellerston Capital Limited is actually indemnified for the liability. This limitation of Ellerston Capital Limited's liability applies to all liabilities and obligations of Ellerston Capital Limited in any way connected with any representation, warranty, conduct, omission, document or transaction related to the Ellerston Asia Growth Fund and the invitation to apply for Units in the Ellerston Asia Growth Fund.

6. Representations and warranties by Subscriber

The Subscriber represents and warrants to Ellerston Capital Limited that each of the following statements is true, accurate and not misleading as at the date of the Application Form and the Payment Date:

- a) its execution, delivery and performance of this Application including the Subscription Terms and Conditions does not violate its constitution (or other constituent documents);
- b) it is a validly existing entity under the laws of its place of incorporation or establishment;
- c) it has the corporate power to enter into and perform its obligations under this Application Form and to carry out the transactions contemplated thereby;
- d) it has taken all necessary corporate action to authorise its entry into the execution, delivery and performance of this Application Form and to carry out the transactions contemplated by this Application Form;
- e) this Application Form is a valid and binding obligation on it;
- f) if situated outside Australia, it is a person to whom an invitation or offer to subscribe for New Units in the manner contemplated by the Product Disclosure Statement and this Application Form is permitted by the laws of the jurisdiction in which it is situated and it is a person to whom the New Units can lawfully be offered and issued to under all applicable laws, without the need for any registration, formality or lodgement and it satisfies the requirements in the applicable jurisdictions and makes the warranties and representations set in clauses 9 to 11 below;
- g) in subscribing for New Units, it is in compliance with all relevant laws and regulations (including, without limitation, the requirements of the Australian Corporations Act.
- h) neither its entry into nor the performance by it of this Application Form nor any transaction contemplated under this Application Form violates in any material respect any provision of any judgment binding on it, its constituent documents, any law or any document, agreement or other arrangement binding on it or its assets; and
- i) it agrees to provide Ellerston Capital Limited with any other information or material that is reasonably required to establish the Subscriber's authority to apply for and acquire New Units and its compliance with applicable laws or to enable Ellerston Capital Limited to comply with its Anti-Money Laundering Policy.

7. Additional representations where the Subscriber is a trustee

On execution of this Application Form where the Subscriber is a trustee, it represents and warrants to Ellerston Capital Limited that each of the following statements is true, accurate and not misleading as at the date of the Application Form and the Payment Date:

- a) it is empowered by the trust deed establishing the trust under which it is appointed as trustee (Trust Deed) to enter into and perform its obligations under Application Form and to carry out the acts and transactions contemplated by this Application Form;
- b) all necessary resolutions have been duly passed and all consents, approvals and other procedural matters have been obtained or attended to as required by the Trust Deed;
- c) it is the sole trustee of the trust;
- d) no property of the trust is liable to be re settled or set aside or transferred to any other trust;
- e) the trust has not been terminated, nor has any event for the vesting of the assets of the trust occurred;
- f) subject to the terms of the Trust Deed and limitations which may be imposed by general law, its right of indemnity out of, and lien over, the assets of the trust have not been limited in any way. To the best of its knowledge, it has no liability which may be set off against that right of indemnity; and
- g) to the best of its knowledge, it has complied with all obligations and duties under the Trust Deed and at law where failure to comply would have a material adverse effect on its ability to perform under this Application Form.
- h) You are acquiring the New Units for your own account for investment purposes only and not with a view to resale or distribution.

8. Notices

Each communication (including each notice, consent, approval, request and demand) under or in connection with this Application Form:

- a) must be in writing;
- b) must be addressed as follows (or as otherwise notified by that Party to each other Party from time to time).

Ellerston Capital Limited

c/o Link Market Services

PO Box 3721

Rhodes, NSW 2138

Telephone: 1800 992 149

Subscriber

Address provided by the Subscriber on the Application Form

- c) must be signed by the Party making it or (on that Party's behalf) by the solicitor for, or any attorney, director, secretary or authorised agent of, that Party;

- d) must be delivered by hand or posted by prepaid post to the address, or sent by fax to the number, of the addressee, in accordance with clause 16(b); and
- (i) is taken to be received by the addressee:(in the case of prepaid post sent to an address in the same country) on the third day after the date of posting;
 - (ii) (in the case of prepaid post sent to an address in another country) on the fifth day after the date of posting by airmail;
 - (iii) (in the case of fax) at the time in the place to which it is sent equivalent to the time shown on the transmission confirmation report produced by the fax machine from which it was sent; and
 - (iv) (in the case of delivery by hand) on delivery, but if the communication is taken to be received on a day that is not a business day or after 5.00pm, it is taken to be received at 9.00am on the next business day.

9. General

9.1 Governing law

This Application Form is governed by and must be construed according to the law applying in New South Wales.

9.2 Jurisdiction

Each Party irrevocably:

- a) submits to the non-exclusive jurisdiction of the courts of New South Wales, and the courts competent to determine appeals from those courts, with respect to any proceedings that may be brought at any time relating to this Application Form; and
- b) waives any objection it may now or in the future have to the venue of any proceedings, and any claim it may now or in the future have that any proceedings have been brought in an inconvenient forum, if that venue falls within clause 17.2(a).

9.3 Amendments

The Subscription Terms and Conditions may only be varied by or on behalf of Ellerston Capital Limited and the Subscriber in writing.

9.4 Waiver

- a) Failure to exercise or enforce, or a delay in exercising or enforcing, or the partial exercise or enforcement of, a right, power or remedy provided by law or under this Application Form by a party does not preclude, or operate as a waiver of, the exercise or enforcement, or further exercise or enforcement, of that or any other right, power or remedy provided by law or under this Application Form.
- b) A waiver or consent given by a party under this Application Form is only effective and binding on that Party if it is given or confirmed in writing by that party.
- c) No waiver of a breach of a term of this Application Form operates as a waiver of another breach of that term or of a breach of any other term of this Application Form.

9.5 Further acts and documents

Each party must promptly do all further acts and execute and deliver all further documents (in form and content reasonably satisfactory to that party) required by law or reasonably requested by the other party to give effect to this Application Form.

9.6 Consents

Consent required under this Application Form from a party may be given or withheld, or may be given subject to any conditions, as that Party (in its absolute discretion) thinks fit, unless this Application Form expressly provides otherwise.

9.7 Assignment

A party cannot assign, novate or otherwise transfer any of its rights or obligations under this Application Form without the prior consent of the other party.

Section J Declarations and signatures

All parties must sign for joint applications. If signed under Power of attorney, the attorney must enclose a certified copy of the Power of Attorney and declare that he / she has not received notice of revocation of that power. The Power of Attorney must also enclose a certified copy of their driver's licence or passport, proof of identity or age card. If the application is for a company, two directors or a director and secretary must sign, unless the company is a sole director company, in which case the sole director only must sign.

I / we acknowledge that by signing below:

I / we declare that the details given in this application form are true and correct. I / we acknowledge that by signing this application form, I / we:

- agree to become bound by the provisions of the Constitution of the Fund, as may be amended from time to time;
- understand that you may need to contact me and that I may need to provide additional information to meet the requirements of the Anti-Money Laundering and Counter-Terrorism Financing legislation; and
- agree to subscribe for New Units on the Subscription Terms and Conditions set out in Section K of this Application Form including by providing the representations and warranties set out therein.

I/We acknowledge that I/we understand that:

- units in the Fund do not represent deposits or other liabilities of Ellerston Capital Limited or any other member of the Ellerston Capital Limited group;
- investing in the Fund is subject to investment risk, including possible delays in repayment and loss of income and principal invested; and
- neither Ellerston Capital Limited nor any other entity guarantees the performance of the Fund or the repayment of capital invested in the Fund.

I / we acknowledge that by signing this application form:

- I / we agree to provide any additional information and/or documentation required by Ellerston Capital Limited for FATCA/CRS purposes (in addition to that provided in Section H of this form) upon request, and to inform Ellerston Capital Limited if a change in circumstances means that any of the information or documentation provided is no longer correct.

Dated:

Name of investor 1

Signature of investor 1

Tick capacity (mandatory for companies)

Sole Director Director Secretary

Name of investor 2

Signature of investor 2

Tick capacity (mandatory for companies)

Sole Director Director Secretary

Power of Attorney

Executed by and on behalf of

by its attorney:

Attorney name

Attorney signature

in the presence of:

Witness name

Witness signature

Attorney's residential address (mandatory)

PO Box / RMB / Locked bag/care of (c/-) property name / building name (if applicable)

Suite no./unit no./level no. and street address

Town/suburb

State

Post code

Country (if not Australia)

Please read this section CAREFULLY to ensure you include the required documents with your application, and tick the documents you are providing below.

Important notes:

- **Foreign language documents:** MUST be accompanied by an English translation prepared by an accredited translator.
- **Providing certified copies:** Where a certified copy is required, the investor should ensure that the requisite certification is signed by a suitably qualified person.

Individuals, sole traders, individual trustees or partners, beneficial owners or individual governing member of an association or registered co-operatives, or beneficiaries (if required)

Please complete EITHER Option 1 OR Option 2 and attach the applicable documents to your application. Note that, for an applicant who is a natural person or a beneficiary (if required), a document provided must not have expired, other than in the case of a passport issued by the Commonwealth that has expired in the last two years.

Option 1: Please attach at least ONE certified document from the list below**Primary photographic identity document:**

- Driver's licence or permit under a State/Territory government or an equivalent authority of a foreign country.
- Australian passport (current or expired within the last two years).
- Foreign passport or travel document that has a photograph and signature of the individual.
- Proof of age card provided by a State or Territory government.
- National identity card issued by a foreign government that has a photograph and signature of the individual.

OR**Option 2: Please attach at least ONE primary non-photographic certified document and at least ONE certified secondary document from the lists below****Primary non-photographic identity document:**

- Australian birth certificate or birth extract.
- Australian citizenship certificate.
- Foreign citizenship certificate.
- Foreign birth certificate.
- Centrelink Pension Card or Centrelink Healthcare Card.

AND**Secondary non-photographic identity document:**

- A financial benefit document issued by the Commonwealth, State or Territory in the last 12 months that contains the name and address of the individual.
- An income tax assessment notice issued in the last 12 months that contains the name and address of the individual.
- A local government notice (e.g. rates notice) or utilities notice (e.g. gas or electricity bill) issued with the last 3 months.

Public companies**Each of the following:**

- A recent company extract from ASIC (or overseas company regulator) or certificate of incorporation.
- Specimen signatures of authorised signatories who are permitted to transact on the investment.
- If listed on a stock exchange, a list of names and addresses of shareholders holding 10% or more of the issued share capital.
- Where the company is not regulated by ASIC or an overseas regulator, individual shareholders holding more than 25% of issued share capital must produce the documentation listed above for Individual Applicants.

Proprietary companies**Each of the following:**

- A recent company extract from ASIC (or overseas company regulator) or certificate of incorporation.
- Specimen signatures of authorised signatories who are permitted to transact on the investment.
- A list of names and addresses of shareholders holding 10% or more of the issued share capital.
- Where the company is not regulated by ASIC or an overseas regulator, individual shareholders holding more than 25% of issued share capital must produce the documentation listed above for Individual Applicants.

Custodians/nominees

If you are a custodian of a managed investment scheme, superannuation fund, investor directed portfolio service (IDPS), IDPS-like scheme or managed discretionary account service, please provide one of these documents to confirm your appointment as custodian.

- An extract of the custody agreement.
- A letter from the operator/issuer of the relevant fund/scheme.

Trust or partnership (includes self-managed superannuation funds)

All individual trustees or partners should provide 'Individuals, sole traders etc' documentation, whereas corporate trustees should provide 'Company and corporate trustees' documentation. Tick as applicable:

- A certified copy of the trust deed or a certified copy of an extract or extracts from the trust deed that identifies the name of the trust, the name(s) of the trustee(s); the name of the settlor (if applicable); the place of establishment of the trust; and the identity of the beneficiaries; and
- Individual trustee or partner – Attach documentation as specified under 'Individuals/sole traders... (etc.) above OR
- Corporate trustee or partner – Attach documentation as specified under 'Public companies' or 'Proprietary companies'

Trust or partnership (this excludes self-managed superannuation funds)

Please attach at least one identification document from the list below which verifies the identity of the trust or partnership (tick as applicable):

- A certified copy of the trust deed or a certified copy of an extract or extracts from the trust deed that identifies the name of the trust, the name(s) of the trustee(s); the name of the settlor (if applicable); the place of establishment of the trust; and the identity of the beneficiaries.
- A certified copy or certified extract of a current partnership agreement or minutes of a partnership meeting. Either copy must include the full name of the partnership; the registered business name; the country in which the partnership was established; and the full name and residential address of each partner.
- A certificate issued to the trust by ASIC or other regulator.

Associations and registered co-operatives

Please attach at least one identification document from the list below which verifies the association or co-operative. If you are an unincorporated association please attach documentation as specified under 'Individuals/sole traders...(etc.) above.

Association and registered co-operative identity document(s)

- A certified copy of the constitution or rules of the association or co-operative.
- A certificate issued to the association or co-operative by ASIC or other regulator.
- A certified copy of the minutes of an association or co-operative meeting.

Individual governing members identity document(s)

- If you are an unincorporated association please attach documentation as specified under 'Individuals/sole traders...(etc.) above for all the individual governing members.

Government bodies

Please attach at least one identification document from the list below which verifies the identity of the government body.

- A certified copy of the constitution.

Power of attorney

Please complete this section if one or more attorneys are completing and signing this form under power of attorney and attach the applicable documents.

Proof of identity and attorney's authority to act

- A certified copy of the Power of Attorney's driving licence, passport or other photographic identification which confirms the full name and residential address and contains your signature.
- A certified copy of the Power of Attorney which confirms that any attorney completing and signing this form is authorized to do so under the power of attorney. If the power of attorney does not contain a sample of each attorney's signature, please also provide a list containing the name of each attorney and a sample of each attorney's signature.