

20 November 2020

Company Announcements Office
ASX Limited
Exchange Centre
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Subject: Supplementary Notice of Annual General Meeting

On 12 November 2020, Contrarian Value Fund (CVF) received a notice under section 203D of the Corporations Act (**Notice**) from Global Value Fund Limited (ACN 168 653 521) (**GVF**), a registered shareholder with at least 5% of the votes that may be cast at a CVF General Meeting, of its intention to move four resolutions to remove three Directors (**Additional Resolutions**) at the next CVF shareholder meeting. GVF have not provided any reasoning as to why these resolutions are being put to Shareholders.

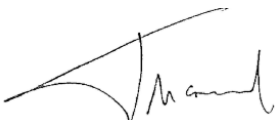
GVF was the party which made an unsolicited approach to the CVF Board about a possible merger, as referred to in CVF's Original Booklet. The proposal came in the form of a non-binding indicative offer (**Offer**) and was subsequently reviewed in detail by the Independent CVF Directors along with independent legal and financial advisors. Based on the independent advice received, the view was formed that, whilst the Offer may result in closing the NTA discount, with regards to up-front Shareholder value, this would be unlikely to generate more certainty of value and liquidity than the Sale and Distribution Proposal being put to Shareholders.

The attached Supplementary Booklet provides additional information relating to the Sale and Distribution Proposal and related resolutions put forward in the Original Notice (being Resolutions 1 to 6) (**Original Resolutions**). Resolutions 1 to 6 have not been changed and remain valid.

The document also sets out the four Additional Resolutions (Resolutions 7 to 10) (**Additional Resolutions**) which will also be proposed at the Meeting. The Directors believe it is in the Company's best interest for Shareholders to vote **AGAINST** the proposed Additional Resolutions (Resolutions 7 to 10) for the reasons outlined in the Supplementary Notice of Annual General Meeting and Supplementary Explanatory memorandum.

Please review the Supplementary Notice of Annual General Meeting and Supplementary Explanatory Memorandum in conjunction with the Original Notice of Annual General Meeting and Explanatory Memorandum. If you are in doubt as to how to deal with the Supplementary Explanatory Memorandum, please consult your legal, financial, taxation or other professional adviser.

On behalf of the Board of Contrarian Value Fund Limited,



Tom McDonald
Company Secretary

AROWANA[®]

CONTRARIAN VALUE FUND

(ACN 602 250 644)

Supplementary Notice of Annual General Meeting

To be held at: Level 11, 153 Walker Street, North Sydney NSW 2060 and simultaneously as a virtual meeting

To be held on: 15 December 2020

Commencing: 3:00pm AEST (4:00pm AEDT)

This Supplementary Notice of Annual General Meeting is an important document and requires your urgent attention. Due to the COVID-19 outbreak, Shareholders are encouraged to participate in the General Meeting virtually or voting by proxy rather than attending the General Meeting in person.

If you are in any doubt as to how to deal with this Supplementary Booklet, please consult your legal, financial, taxation or other professional adviser immediately.

IMPORTANT: The resolutions set out in the Supplementary Notice of Annual General Meeting should be read together with the Supplementary Explanatory Memorandum.

Notice, dated 12 November 2020, was given that the annual general meeting of Contrarian Value Fund Limited will be held on Tuesday, 15 December 2020 at 3:00pm AEST (4:00pm AEDT) at Level 11, 153 Walker St, North Sydney and simultaneously as a virtual meeting.

This Supplementary Booklet, containing the Supplementary Notice of Annual General Meeting and accompanying Supplementary Explanatory Memorandum, are supplementary to the Original Booklet, containing the Original Notice of Annual General Meeting and Explanatory Memorandum dated 12 November 2020, and should be read in conjunction with the Original Booklet. Other than as set out below, all details in relation to the Original Booklet remain unchanged. To the extent of any inconsistency between the Supplementary Booklet and the Original Booklet, the Supplementary Booklet will prevail.

If you have recently sold all of your shares, please disregard all enclosed documents.



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Additional Items of Business

Background

On 12 November 2020, CVF received a notice under section 203D of the Corporations Act (**Notice**) from Global Value Fund Limited (ACN 168 653 521) (**GVF**), a registered shareholder with at least 5% of the votes that may be cast at a CVF General Meeting, of its intention to move the following four resolutions (**Additional Resolutions**) at the next CVF shareholder meeting. GVF is an ASX listed investment company (**LIC**) with a market capitalisation of \$159m based on its closing price on the day before this Supplementary Notice and was the party which made an unsolicited approach to the CVF Board about a possible merger, as referred to in CVF's Original Notice. The proposal came in the form of a non-binding indicative offer (**Offer**) which was subsequently reviewed in detail by the Independent CVF Directors along with independent legal and financial advisors. Based on this independent advice, the Independent CVF Directors formed a view that whilst the Offer may result in closing the NTA discount, with regards to up-front Shareholder value, this would be unlikely to generate more certainty of value and liquidity than the Sale and Distribution Proposal being put to Shareholders.

The additional business of the Annual General Meeting is to consider, in addition to the proposed Original Resolutions contained in the Original Notice, the following proposed Additional Resolutions.

Resolution 7 - Removal of Mr Kien Khan Kwan as a director

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

"That in accordance with section 203D of the Corporations Act (Cth), and for all other purposes, Mr Kien Khan Kwan be removed as a director of Contrarian Value Fund Limited with effect from the close of this meeting."

Resolution 8 - Removal of Mr Kevin Tser Fah Chin as a director

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

"That in accordance with section 203D of the Corporations Act (Cth), and for all other purposes, Mr Kevin Tser Fah Chin be removed as a director of Contrarian Value Fund Limited with effect from the close of this meeting."

Resolution 9 - Removal of Mr Michael Barker as a director

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

"That in accordance with section 203D of the Corporations Act (Cth), and for all other purposes, Mr Michael Barker be removed as a director of Contrarian Value Fund Limited with effect from the close of this meeting."

Resolution 10 - Removal of additional directors

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

"That any director appointed by the board of directors of Contrarian Value Fund Limited between 12 November 2020, (being the date Global Value Fund Limited gave notice under section 203D of the Corporations Act 2001 (Cth), and the start of the relevant general meeting be removed from office with effect from the close of the meeting."

Important notices

General

You should read this Supplementary Booklet in conjunction with the Original Booklet in its entirety before making a decision on how to vote on the resolutions to be considered at the Meeting (including both the Original Resolutions and the Additional Resolutions).

Shareholders are reminded of the important information for Shareholders set out on pages 10-12 of the Original Booklet which continue to apply to the Meeting.

Defined terms

Capitalised terms in this Supplementary Booklet are defined either in the Glossary in Section 3 of this Supplementary Booklet or where the relevant term is first used.

Unless otherwise indicated in this Supplementary Booklet, terms defined and used in this Supplementary Booklet (including in the Supplementary Notice of Annual General Meeting and the Supplementary Explanatory Memorandum) have the same meanings given to them in the Original Booklet.

References to dollars or \$ are references to the lawful currency of Australia. Any discrepancies between the totals and the sum of all the individual components in the tables convened in this Supplementary Booklet are due to rounding.

Purpose of this Supplementary Booklet

The purpose of this Supplementary Booklet is to:

- state the nature of additional business to be conducted at the Meeting; and
- provide such information as is prescribed by the *Corporations Act 2001*.

ASX

A copy of this Supplementary Booklet has been lodged with the ASX. The ASX and its officers take no responsibility for the contents of this Supplementary Booklet.

Investment decisions

This Supplementary Booklet does not take into account the investment objectives, financial situation, tax position and requirements of any particular person. This Supplementary Booklet should not be relied on as the sole basis for any investment decision in relation to Shares. It is important that you read the entire Supplementary Booklet (in conjunction with the Original Booklet) before making any voting or investment decision.

Past return and forward-looking statements

This Supplementary Booklet may include certain prospective financial information which has been based on current expectations about future events. The prospective financial information is, however, subject to risks, uncertainties and assumptions that could cause actual results to differ materially from the expectations described in such prospective financial information. The assumptions on which prospective financial information is based may prove to be incorrect or may be affected by matters not currently known to, or considered material by, the Manager or the Company.

Actual events or results may differ materially from the events or results expressed or implied in any forward-looking statement and deviations are both normal and to be expected. None of the Manager, the Company, the officers of the Manager or the Company, or any person named in this Booklet makes any representation or warranty (either expressed or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward-looking statement. You are cautioned not to place undue reliance on those statements.

The forward-looking statements in this Booklet reflect views held only as at the date of this Booklet. Notwithstanding the uncertainty outlined above, there are reasonable grounds for including all forward-looking statements set out in this Booklet.

Past performance information is not a reliable indicator of future performance of the Company.

Proxies

A revised proxy form, addressing all of Resolutions 1 to 10 (inclusive) which are to be considered at the Meeting, is enclosed. You may use the accompanying proxy form to vote on all Resolutions to be considered at the Meeting. Should you have already lodged a proxy form, and should you also lodge a new proxy form, your new proxy form will supersede your previously lodged proxy form. Previously lodged proxy forms will remain valid should you not lodge a new proxy form (and you will be treated as having given an undirected proxy in respect of the Additional Resolutions).

Important dates and times

Date of the Original Booklet	12 November 2020
Date of this Booklet	20 November 2020
Last time and date by which the proxy form for the Meeting can be lodged	3:00pm AEST (4:00pm AEDT), 13 December 2020
Time and date for determining eligibility to vote at the Meeting	6:00pm AEST (7:00pm AEDT), 11 December 2020
Meeting to vote on the Sale and Distribution Proposal	3:00pm AEST (4:00pm AEDT), 15 December 2020

The Meeting will be held at Level 11, 153 Walker Street, North Sydney NSW 2060 and as a virtual meeting.

You should consult your legal, financial, taxation or other professional adviser concerning the impact your decision may have on your own circumstances.

Supplementary Explanatory Memorandum

Notice was given on 12 November 2020 (**Original Notice**) that the annual general meeting of Contrarian Value Fund Limited (CVF or **The Company**) will be held on Tuesday, 15 December 2020 at 3:00pm AEST (4:00pm AEDT) at Level 11, 153 Walker St, North Sydney and simultaneously as a virtual meeting (**Meeting**).

The Supplementary Notice of Annual General Meeting and Supplementary Explanatory Memorandum (together the **Supplementary Booklet**) are supplementary to the Original Notice and should be read in conjunction with the Original Notice. Other than as set out below, all details in relation to the Original Notice and Explanatory Memorandum remain unchanged. To the extent of any inconsistency between the Supplementary Booklet and the Original Booklet, the Supplementary Booklet will prevail.

Unless otherwise indicated in this Supplementary Booklet, terms defined and used in this Supplementary Booklet (including in the Supplementary Notice of Annual General Meeting and the Supplementary Explanatory Memorandum) have the same meanings given to them in the Original Booklet.

This document provides additional information relating to the Sale and Distribution Proposal and related Resolutions put forward in the Original Notice (being Resolutions 1 to 6) (**Original Resolutions**). The document also sets out four additional resolutions (being Resolutions 7 to 10) (**Additional Resolutions**) which will be proposed at the Meeting in addition to the Original Resolutions. The Original Resolutions have not changed and remain valid.

This Supplementary Explanatory Memorandum forms part of and should be read in conjunction with the accompanying Supplementary Notice of Annual General Meeting.

A revised proxy form, addressing all of Resolutions 1 to 10 (inclusive) which are to be considered at the Meeting, accompanies this Supplementary Booklet. You may use the accompanying proxy form to vote on all Resolutions to be considered at the Meeting. Should you have already lodged a proxy form, and should you also lodge a new proxy form, your new proxy form will supersede your previously lodged proxy form. Previously lodged proxy forms will remain valid should you not lodge a new proxy form and you will be treated as having given an undirected proxy in respect of the Additional Resolutions.

1. Key questions and answers relating to the Sale and Distribution Proposal

As set out in the Original Booklet, the Independent Board members consider the Sale and Distribution Proposal contained in the Original Notice as a strategic option which may provide Shareholders with a higher return than Shareholders selling their CVF shares on the market, and that the proposal being put forward has the potential to address the feedback from the Company's Shareholders and consistent with the Company's previous indications about a strategic review, that it should be determined by a majority vote from Shareholders.

To assist Shareholders in considering the Sale and Distribution Proposal, the Board has set out a number of questions and answers below that the Board considers Shareholders may find useful.

1.1. Could you provide a further breakdown of the estimated costs and expenses which will be incurred by the Company in connection with the Sale and Distribution Proposal?

As set out in Section 3.5.8 of the Original Booklet, the costs and expenses which will be incurred by the Company in connection with the Sale and Distribution Proposal are estimated to be approximately \$1.76m (equivalent to approximately \$0.025 per share), and will include the costs of:

1. realising the Company's investments (brokerage and duty);
2. the Company's normal operating expenses outside of the management fee;
3. professional advice and administrative matters (legal, financial, taxation, company secretarial and printing);
4. the Termination Fee; and
5. winding up.

These costs and expenses may be further broken down as follows:

Estimated cost	Basis for estimated cost
Termination Fee of \$1.34m	<p>The initial term of appointment of the Manager under the Management Agreement, being the period ending on 28 November 2024, has approximately 4 years remaining.</p> <p>Prior to expiry of the initial term of the Management Agreement, the Company is not entitled to remove the Manager without breaching the agreement.</p> <p>The Manager and the Company have agreed to the Termination Fee.</p> <p>The current management fee is 1% of assets under management per year. The fee of \$1.34m, based on current assets under management ("AUM") of \$72m = 1.86% (less than 2 years of management fees).</p> <p>The termination fee represents 1.9c per share.</p>

Estimated cost	Basis for estimated cost
	See Section 1.2 below for a further information on how the Termination Fee was negotiated and how the proposed \$1.34m was agreed.
Brokerage cost of \$155,000	<p>This is an estimate only and is an expense that will be incurred to dispose the current equity positions of the portfolio.</p> <p>The Company will negotiate for lower brokerage fees where possible to ensure a better outcome for shareholders.</p> <p>The estimated brokerage costs represent \$0.002 per share.</p>
Operational cost of \$265,000	<p>This is an estimate only and is based on a 6-month period. If the sale and distribution and subsequent wind up can be completed by 31 January 2021 (refer to section 1.3) and to the extent the Company can reduce the cost of its administration & custody fees the operational cost saved would be approximately \$70,000.</p> <p>The remainder of the operational costs would still need to be incurred these include:</p> <ol style="list-style-type: none"> 1. registry cost; 2. professional fees – legal and accounting; and 3. Director fees (but refer to section 1.5). <p>Part of the operational cost relates specifically to the wind-up of the Company. This is estimated to be approximately \$90,000 or \$0.001 per share.</p> <p>This also includes a break fee with a service provider that the Company has a contract with as well as the cost of the liquidator.</p> <p>The estimated operational costs for the 6-month period represent \$0.0038 per share.</p>
Total: \$1.76m	

1.2. How was the Termination Fee negotiated and how the proposed \$1.34m agreed?

As set out in Section 1.6 of the Original Booklet in connection with Resolution 6 (Termination of the Management Agreement), if Resolutions 4, 5 and 6 are passed, the Company will start to liquidate the assets of the Company in an orderly manner and return capital to Shareholders less any associated cost in relation to the termination of the Management Agreement, and wind up of the Company.

As described at Section 3.5.1 of the Original Booklet, the Company has obtained approval from the independent directors of the Manager to the Termination Fee given the early termination of the

Management Agreement (noting there are approximately 4 years of management fee rights remaining in the Initial Term) and future fees forgone by the Manager.

The Termination Fee payable in relation to the termination of the Management Agreement is fixed at \$1.34m plus GST.

The Termination Fee has been determined by the Independent Directors of the Company having regard to the following:

- independent legal advice provided that legal damages may be awarded to the Manager to compensate it for the Management Agreement being terminated without cause before the end of the Initial Term and such damages would be calculated by reference to, amongst other things, the management and performance fees the Manager may have earned;
- independent external advice was obtained earlier in the year by the Independent Directors of the Company in relation to the approach to be taken with respect to the calculation of the Termination Fee and the calculated range of the Termination Fee having regard to the past performance of the Manager, the condition of the portfolio and general conditions of the market up to the date of the advice. The Directors then sought to negotiate the Termination Fee with the Manager; and
- the current management fee is 1% of assets under management per year. The Termination Fee of \$1.34m as a proportion of AUM of \$72m is 1.86% (i.e. less than 2 years of management fees). This represents a figure that is in line with comparable transactions of a similar nature that have occurred recently.

1.3. What is the likely timeframe to sell down the portfolio and provide future distributions to shareholders?

Investments will be sold as soon as practicable after the Sale and Distribution proposal is approved in an orderly manner. Given improved market conditions currently and based on current daily average volumes for the last 3 months, and providing that CVF does not account for more than 10% of the daily average volumes, it is anticipated that approximately 87% of the equities in the portfolio will be able to be liquidated by 31 December 2020. Once this portion of the equity portfolio is liquidated this can be distributed by mid-January. This is however subject to market conditions.

Subject to market conditions the intention is to return the balance of the portfolio by 31 January 2021, leaving a residual amount to facilitate the liquidation of the Company.

1.4. If the Sale and Distribution proposal is approved, will the management fee stop being charged from the date of the Termination Fee being paid?

Yes. The Board confirms that the management fee will only be charged up to 15 December 2020 in the event the Sale and Distribution Proposal is approved.

1.5. If the Sale and Distribution proposal is approved, will directors' fees stop being charged from the date of the Termination Fee being paid?

Kevin Chin has never received any directors' fees from the Company since its IPO.

In the instance the Sale and Distribution Proposal is approved, the Independent Directors will still be required to attend on Company matters and as such are still entitled to a director's fee.

Following the sale and distribution, a special resolution will need to be put to Shareholders to implement the wind-up of the Company. The Independent Directors will forgo Directors fees as of 31 January 2021 as this is when they expect that majority of capital will have been returned to Shareholders. This will result in the estimated operational cost set out in Section 1.1 being reduced by \$37,500.

1.6. If the Post-tax NTA is greater than Pre-tax NTA, what happens to the Deferred Tax Asset?

As at 30 June 2020, the Deferred Tax Asset was \$2.3m and AUM was \$66.7m. The Deferred Tax Asset was generated exclusively from unrealised losses.

Based on the CVF NTA Update on 19 November 2020, the pre-tax NTA was \$1.06 and post-tax NTA was \$1.05. Based on this, the unaudited deferred tax asset would be approximately \$299,505 or \$0.0043 per share.

1.7. Is the Sale and Distribution Proposal in the best interests for Shareholders?

The Directors unanimously consider that the Sale and Distribution Proposal is in the best interests for Shareholders who are seeking to unlock value from the Company and wanting liquidity.

The Company engaged an independent financial adviser to compare the Sale and Distribution Proposal against an unsolicited approach from GVF to the CVF Board about a possible merger.

Based on greater certainty of value and liquidity, the independent report recommended the Sale and Distribution Proposal.

The key advantages of the Sale and Distribution Proposal over the merger are:

- Greater certainty of value and liquidity for Shareholders;
- Less transaction risk compared with the potential merger;
- An immediate return to Shareholders through an initial payment and subsequent payments once disposal of all assets has occurred, targeting 31 January 2021 (subject to market conditions);
- In addition, Shareholders will receive franking credits that are available to be distributed;
- Returns cash to allow shareholders to make their own decision of how best to use the proceeds.

The key disadvantages of the Sale and Distribution Proposal over the merger are:

- The potential loss of the Deferred Tax Asset. Based on unaudited figures this is approximately \$299,505. However, under the merger scenario, there is no certainty that the Deferred Tax Asset would be transferrable to a new company.
- Depending on your cost base of CVF shares, capital gains tax is potentially payable. However, under a potential merger rollover relief could be available to shareholders deferring any tax payable.

2. Information on the Additional Resolutions (Resolutions 7 to 10)

2.1. Background to the Additional Resolutions

On 12 November 2020, CVF received a notice under section 203D of the Corporations Act (**Notice**) from Global Value Fund Limited (ACN 168 653 521) (**GVF**), a registered shareholder with at least 5% of the votes that may be cast at a CVF General Meeting, of its intention to move the following four resolutions (**Additional Resolutions**) at the next CVF shareholder meeting:

Resolution 7: Removal of Mr Kien Khan Kwan as a Director

"That in accordance with section 203D of the Corporations Act (Cth), and for all other purposes, Mr Kien Khan Kwan be removed as a director of Contrarian Value Fund Limited with effect from the close of this meeting."

Resolution 8: Removal of Mr Kevin Tser Fah Chin as a Director

"That in accordance with section 203D of the Corporations Act (Cth), and for all other purposes, Mr Kevin Tser Fah Chin be removed as a director of Contrarian Value Fund Limited with effect from the close of this meeting."

Resolution 9: Removal of Mr Michael Barker as a Director

"That in accordance with section 203D of the Corporations Act (Cth), and for all other purposes, Mr Michael Barker be removed as a director of Contrarian Value Fund Limited with effect from the close of this meeting."

Resolution 10: Removal of additional Directors

"That any director appointed by the board of directors of Contrarian Value Fund Limited between 12 November 2020, (being the date Global Value Fund Limited gave notice under section 203D of the Corporations Act 2001 (Cth), and the start of the relevant general meeting be removed from office with effect from the close of the meeting."

GVF was the party which made an unsolicited approach to the CVF Board about a possible merger, as referred to in CVF's Original Booklet. The proposal came in the form of a non-binding indicative offer (**Offer**) and was subsequently reviewed in detail by the Independent CVF Directors along with independent legal and financial advisors. Based on the independent advice received, the view was formed that, whilst the Offer may result in closing the NTA discount, with regards to up-front Shareholder value, this would be unlikely to generate more certainty of value and liquidity than the Sale and Distribution Proposal being put to Shareholders.

The Supplementary Notice of Annual General Meeting contained in this Supplementary Booklet sets out four Additional Resolutions (being Resolutions 7 to 10), which will be put to the Meeting in addition to Resolutions 1 to 6 (inclusive) included in the Original Notice. Resolutions 1 to 6 have not changed and remain valid.

A new proxy form, addressing all of Resolutions 1 to 10 (inclusive) which are to be considered at the Meeting, accompanies this Supplementary Booklet. You may use the accompanying proxy form to vote on all Resolutions to be considered at the Meeting. Should you have already lodged a proxy form, and should you also lodge a new proxy form, your new proxy form will supersede your previously lodged proxy form. Previously lodged proxy forms will remain valid should you not lodge a new proxy form and you will be treated as having given an undirected proxy in respect of the Additional Resolutions.

2.2. Directors' recommendation in relation to the Additional Resolutions

The Directors unanimously recommend that Shareholders VOTE AGAINST all of the Additional Resolutions as they do not consider the Additional Resolutions to be in the best interests of the Company or its Shareholders.

In the Original Notice, the Independent Directors, pursuant to Listing Rule 11.2 and s256C of the Corporations Act 2001, recommended to Shareholders to vote in favour of the Resolutions in relation to the Sale and Distribution Proposal for the reasons set out in the Original Booklet. The Independent Directors' recommendation in respect to the Sale and Distribution Proposal, and the reasons for that recommendation contained in the Original Booklet, has not changed. The Independent Board members still consider the Sale and Distribution Proposal as a strategic option which may provide Shareholders with a higher return than Shareholders selling their CVF shares on the market. The current Board consider the Sale and Distribution Proposal to be in the best interests of Shareholders and the Company, but of course remain open to alternatives which may arise in the short term. Without a superior alternative, the current Board will seek to implement the Sale and Distribution Proposal if Resolutions 1 to 6 (inclusive) are passed by Shareholders at the Meeting.

The existing Board are in full support of the Sale and Distribution Proposal and are well placed to implement it, given their background knowledge.

CVF received a notice from GVF dated 20 November 2020 seeking to nominate certain individuals as directors of the Company. However, this notice was not provided to the Company at least 40 Business Days before the date of the Meeting as required under Rule 6.3 of the Company's Constitution and will not be put to the Meeting. Accordingly, if Shareholders approve all of the Additional Resolutions, the Company will not have the minimum number of directors required (being a minimum of 3 directors, with 2 directors required for a quorum) and Ms Victoria Guy, as the only remaining director, would be required to urgently appoint 2 new directors. This will incur unnecessary costs and will result in CVF shareholders incurring additional expenses. Furthermore, in the instance the Sale and Distribution Proposal is approved, it is unlikely that any new Independent Directors would be prepared to join the Company's board for a short tenure and for no remuneration.

2.3. Why the current Board should be allowed to continue its work

The current Board should be retained for the following reasons:

- the current Board is supportive of the Sale and Distribution proposal to be followed by a wind-up, in the absence of a superior alternative;
- if the Additional Resolutions are approved, the number of directors remaining will be insufficient to both comply with the minimum director requirement (a minimum of 3 directors) and the minimum number of directors required for a quorum (a minimum of 2 directors are required) set out in the Company's Constitution. If the Additional Resolutions are approved, the remaining director (who would be Ms Victoria Guy as at the date of this Supplementary Booklet) may act only for the purpose of increasing the number of directors to the minimum number sufficient both to comply with the minimum director requirement (a minimum of 3 directors) and the minimum number of directors required for a quorum.

- there will be additional costs incurred in searching for and identifying new independent directors to join the Board;
- it is improbable that any new independent directors would be prepared to join the Board for no remuneration. This will result in additional costs being incurred by the Company as well.

2.4. Resolution 7 - Removal of Mr Kien Khan Kwan (Kent) as a Director

Kent was an executive with AWN Holdings Limited from 2012 to 2014 and now serves as the Independent Chairman of the Company.

Prior to joining Arowana, Kent worked for over 10 years in various funds management, investment banking and corporate advisory roles in Sydney, Perth and London including 6 years at J.P. Morgan and 2 years at Macquarie. He has extensive experience in listed equities fund management, equity capital markets and corporate finance in particular.

Of relevance, Kent was a listed equities portfolio manager at J.P. Morgan Asset Management with direct responsibility for over \$1bn in funds under management.

Kent holds a Bachelor of Commerce (majoring in Accounting and Finance) and a Bachelor of Laws from the University of Western Australia. Kent is not an executive of the Manager or any other member of the Arowana group.

Refer to Annexure A for the written statement of the Directors.

The Board recommends Shareholders vote **AGAINST** this Resolution 7. The Chairperson intends to vote all undirected proxies against Resolution 7.

2.5. Resolution 8 - Removal of Mr Kevin Tser Fah Chin as a Director

Kevin is the original Founder of CVF (and its predecessor AAVOF, which he established and ran with his own capital in March 2009 up to its IPO on the ASX in January 2015, when he stepped down as portfolio manager and became a Director of the Company).

Prior to its IPO, the predecessor AAVOF fund delivered returns of 142.6%. Since its IPO and up to 19 November 2020, CVF has delivered net shareholder returns of 8.99% per annum, including an average grossed up dividend yield of 6.03%, based on the closing share price of \$1.00 on 19 November 2020. This compares to the benchmark return and grossed up dividend yield of 7.51%.

Kevin is the Founder and Executive Chairman of Arowana, a B Corporation certified group which today has operating companies and investments globally. Arowana ranked in the top 10 globally in the prestigious [Real Leaders Impact Awards of 2020](#) and 1st in the Asia Pacific region.

Kevin has over 15 years' experience as a "hands on" strategic and operational leader in CEO, CFO and COO roles for listed and unlisted companies where he has taken a significant shareholding position.

He has also had over 15 years of funds management experience encompassing private equity, listed equities and venture capital.

His prior professional experience includes working for the LFG, JPMorgan, , Price Waterhouse and Deloitte. Kevin holds a Bachelor of Commerce degree from the University of New South Wales where he was one of the inaugural University Co-Op Scholars with the School of Banking and Finance. Kevin is a Fellow of FINSIA (Financial Services Institute of Australasia) where he also

wrote curriculum and lectured for the FINSIA Masters Degree course, Advanced Industrial Equity Analysis. He is also a qualified Chartered Accountant.

Kevin brings to CVF a unique strategic and operational perspective to equities investing, given his experience in running, turning around and scaling up operating businesses.

Refer to Annexure A for the written statement of the Directors.

The Board recommends Shareholders vote **AGAINST** this Resolution 8. The Chairperson intends to vote all undirected proxies against Resolution 8.

2.6. Resolution 9 - Removal of Mr Michael Barker as a Director

Michael was appointed as a Non-Executive Director of the Company, effective 30 September 2020. Michael brings with him over 25 years' experience in global private equity and M&A transactions.

Most recently, Michael was the Managing Partner of the Mergers & Acquisitions Team at King & Wood Mallesons. He was responsible for the team's financial and operating performance, business strategy and planning, client relationships and business development and was entrusted with leading a team of over 250 senior lawyers across Australia.

Refer to Annexure A for the written statement of the Directors.

The Board recommends Shareholders vote **AGAINST** this Resolution 9. The Chairperson intends to vote all undirected proxies against Resolution 9.

2.7. Resolution 10 - Removal of additional directors

Resolution 10 purportedly seeks to remove any additional director appointed between 12 November 2020 and the start of the relevant general meeting. Disregarding whether such a resolution could be legally effective, the Directors consider that it cannot be in the best interests of the Company to resolve to remove any such additional director (if any) without Shareholders being given a reasonable opportunity to consider the experience and qualifications that any such additional director (if any) would bring to the Company.

Shareholders in particular would need to carefully consider the independence of any additional directors that may be nominated and whether they would be acting in the best interests of all Shareholders.

The Board recommends Shareholders vote **AGAINST** this Resolution 10. The Chairperson intends to vote all undirected proxies against Resolution 10.

2.8. Frequently asked questions

Question	Answer
What reasons has GVF provided to the Board as to why they wish to remove the Directors named in the section 203D notice and any future Director/s?	No reason was provided to CVF in the section 203D notice.

Question	Answer
Have GVF put forward any replacement directors in the case the Resolutions 7, 8, 9 and 10 are passed?	CVF received a notice from GVF dated 20 November 2020 seeking to nominate certain individuals as directors of the Company. However, this notice was not provided to the Company at least 40 Business Days before the date of the Meeting as required under Rule 6.3 of the Company's Constitution and will not be put to the Meeting.
What are the estimated additional costs involved in these additional Resolution?	The additional cost incurred to provide these additional resolutions in this supplementary Notice of Meeting is approximately \$35,000.
Are the Sale and Distribution Proposal (put forward in the Original Notice) and the Additional Resolutions (contained in the Supplementary Notice of Annual General meeting accompanying this document) mutually exclusive?	<p>No.</p> <p>There is no inter-conditionality or mutual exclusivity between the Sale and Distribution Proposal and the Additional Resolutions.</p> <p>Therefore, it is possible that (i) both the Sale and Distribution Proposal and the Additional Resolutions are approved; (ii) neither the Sale and Distribution Proposal nor the Additional Resolutions are approved; (iii) the Sale and Distribution Proposal is approved and the Additional Resolutions are not approved; or (iv) the Sale and Distribution Proposal is approved and the Additional Resolutions are not approved.</p> <p>However, if the Additional Resolutions are approved, the number of directors remaining will be insufficient to both comply with the minimum director requirement (a minimum of 3 directors) and the minimum number of directors required for a quorum (a minimum of 2 directors are required).</p> <p>If the Additional Resolutions are approved, the remaining director (who would be Ms Victoria Guy as at the date of this Supplementary Booklet) may act only for the purpose of increasing the number of directors to the minimum number sufficient both to comply with the minimum director requirement (a minimum of 3 directors) and the minimum number of directors required for a quorum.</p>

2.9. Directors' statements

Section 203D(4) of the Corporations Act provides that a director who is the subject of a proposed resolution for their removal from office is entitled to submit a statement for circulation to shareholders.

All of the Directors the subject of the Additional Resolutions have decided to exercise their right under section 203D(4). Their joint statement is set out in Annexure A.

3. Glossary

3.1. Defined Terms

The following terms used in this Supplementary Booklet (including the Supplementary Notice of Annual General Meeting and the Supplementary Explanatory Memorandum) have the meanings given to them below, unless the context otherwise requires.

Additional Resolutions	Resolutions 7, 8, 9 and 10 that will be put to the Meeting, as contained in the Supplementary Notice of Annual general Meeting.
ASX	Australian Stock Exchange
Board	the board of Directors of the Company.
Constitution	the constitution of CVF from time to time.
Corporations Act	Corporations Act 2001 (Cth).
CVF or the Company	Contrarian Value Fund Limited ACN 602 250 644.
Directors	the directors of the Company.
Explanatory Memorandum	the Explanatory Memorandum to the Original Notice.
GVF	Global Value Fund Limited (ACN 168 653 521).
IPO	Initial Public Offering
Initial Term	the initial term of appointment of the Manager under the Management Agreement, being the period ending on 28 November 2024.
Management Agreement	the investment management agreement between the Manager and the Company dated 28 November 2014.
Manager	ACVF Management Pty Ltd (ACN: 602 230 375, the Manager)
Meeting	the meeting of Shareholders to be convened on 15 December 2020 by the Notice of Meeting and the Supplementary Notice of Annual General Meeting.
Original Notice	the notice dated 12 November 2020 for the Meeting, as set out in the Original Booklet.
NTA	pre-tax net tangible asset backing per Unit.
Notice	The notice, stating GVF's intention to move the Additional Resolutions at the next CVF shareholder meeting, issued by GVF to CVF under section 203D of the Corporations Act and dated 12 November 2020.
Offer	the non-binding indicative offer made by GVF as described in Section 2.1 of the Supplementary Explanatory Memorandum above.

Original Booklet	the booklet dated 12 November 2020 for the Meeting, containing the Original Notice and the Explanatory Memorandum to the Notice of Meeting.
Original Resolutions	Resolutions 1, 2, 3, 4, 5 and 6 that will be put to the Meeting, as contained in the Original Notice.
Resolutions	the resolutions set out in the Original Notice and the Supplementary Notice of Annual General Meeting
Sale and Distribution Proposal	the proposed sale and realisation of the investments of the Company and the distribution of the proceeds to Shareholders in the short term and associated termination of the Management Agreement, as more fully described in Section 3 of the Original Booklet and Section 1 of the Supplementary Explanatory Memorandum accompanying this Supplementary Booklet.
Shareholder	a registered holder of fully paid ordinary shares.
Supplementary Booklet	this booklet dated 20 th November 2020 containing the Supplementary Notice of Annual General Meeting to the Meeting and the Supplementary Explanatory Memorandum.
Supplementary Explanatory Memorandum	the Supplementary Explanatory Memorandum to the Supplementary Notice of Meeting, as set out in this Supplementary Booklet.
Supplementary Notice of Annual General Meeting	the notice dated 20 th November 2020 for the Meeting, as set out in this Supplementary Booklet.
Termination Fee	the fee payable to the Manager if the Sale and Distribution Proposal is approved, described in Section 3.5.1 of the Original Booklet

4. Corporate Directory

Directors	Kien Khan (Kent) Kwan (Independent Chairman) Victoria Guy (Independent Vice-Chairperson) Kevin Chin (Non-Executive Director) Michael Barker (Independent Non-Executive Director)
Company Secretary	Tom McDonald
Principal registered office in Australia	Level 11, 153 Walker Street North Sydney NSW 2060
Manager	ACVF Management Pty Ltd Level 11, 153 Walker Street North Sydney NSW 2060
Share Registry	Boardroom Pty Limited Level 12, 225 George Street Sydney NSW 2000
Auditor	PKF Brisbane Audit Level 6, 10 Eagle Street Brisbane QLD 4000
Tax Adviser	PKF Sydney Tax Level 8, 1 O'Connell Street Sydney NSW 2000
Legal Adviser to the Manager	Gilbert + Tobin L35, Tower 2, International Towers Sydney 200 Barangaroo Avenue Barangaroo NSW 2000
Stock Exchange	Australian Securities Exchange CVF – Ordinary Shares
Website	www.contrarianvaluefund.com

Annexure A

Joint Directors Statement – Kevin Chin, Kent Kwan and Mike Barker

Dear Shareholder

As the three directors impacted by the proposed Additional Resolutions put forward by GVF, being Resolutions 7, 8, 9 and 10 (**GVF Proposed Resolutions**), we wish to provide the following statement to Shareholders.

Timing of the GVF Proposed Resolutions

The Company received a physical hard copy letter dated 12 November 2020 with notice of the GVF Proposed Resolutions at its registered office address on 12 November 2020. Prior to this, the Company's Board had formally approved the lodgement with the ASX of the Notice of 2020 Annual General Meeting (**AGM Notice**). We were not aware of the existence of the GVF Proposed Resolutions until after the ASX announcement of the AGM Notice (which includes the Sale and Distribution Proposal), when we received an email from GVF with soft copy attachments of the physical letter that had been delivered to the Company's registered office.

No reasons provided by GVF for the GVF Proposed Resolutions

We note no formal reasons were provided by GVF for the GVF Proposed Resolutions. Nor has GVF contacted the Company since providing notice of the GVF Proposed Resolutions giving reasons for the GVF Proposed Resolutions.

We believe GVF may have an intention to frustrate or delay the process of providing Shareholders an opportunity to vote on the Sale and Distribution Proposal due to the CVF Board not proceeding with GVF's non-binding indicative merger offer (**Offer**).

As noted in the Supplementary Explanatory Memorandum accompanying this Supplementary Notice of Annual General Meeting, the CVF Board formed the view (after reviewing the Offer in detail along with independent legal and financial advisors) that, whilst the Offer may result in closing the NTA discount, with regards to up-front Shareholder value, this would be unlikely to generate more certainty of value and liquidity than the Sale and Distribution Proposal being put to Shareholders.

Statement of Kent Kwan and Mike Barker

In the absence of any superior proposal that can deliver more certainty of value and liquidity in the short term, we as Independent Directors continue to recommend to Shareholders to vote in favour of the resolutions in relation to the Sale and Distribution Proposal.

We are both prepared to serve on the Company's board on a pro bono basis from 31 January 2021 following the return of majority of the Company's assets to Shareholders, assuming shareholders vote in favour of the Sale and Distribution Proposal and on the basis that there is no special exertion required including in relation to having to deal with any merger or takeover proposal.

We note that if the GVF Proposed Resolutions are passed, it would leave the Company with only one director, Ms Victoria Guy and she would need to proceed to search and recruit at least 2 new independent directors. This will result in additional costs for the Company and furthermore it is improbable that there would be much interest in anyone wanting to take on a directorship for no remuneration.

Statement of Kevin Chin

In the spirit of good governance, I have recused myself from strategic deliberations by both the Board of the Company and the Manager over the past 18 months.

However, my view for some time has been that a sale and distribution of the Company's investments in an orderly manner followed by a wind up is in the best interests of shareholders, including my entities. The structural issues that have manifested over the last 2 years in relation to the LIC/LIT market on the ASX are well telegraphed, compounded by the fact that listed equities stock picking has become a highly competitive arena. A number of industry stalwarts I have spoken to have said to me that any entity with a market capitalisation of less than A\$1bn, including CVF is likely to struggle to scale, especially in the face of increasing regulatory headwinds as relates to capital raising for LIC/LITs. I did not anticipate these challenges when deciding to open up to external capital in January 2015, after having founded and successfully running the fund for 5 years in a private family office structure with my own capital prior to that point.

I share the same concerns with the other directors in relation to the GVF Proposed Resolutions.

Notwithstanding the fact that I am not paid to serve on the Board of the Company and have growing commitments elsewhere globally, I am happy to continue to serve pro bono on the CVF Board and contribute where I can. As the original founder, I am keen to help oversee to a conclusion that delivers the best outcome and maximum value and liquidity for all shareholders.

Voting on the GVF Proposed Resolutions

We believe it is in the best interests of the Company for Shareholders to **VOTE AGAINST** the GVF Proposed Resolutions for the reasons outlined in the Supplementary Explanatory Memorandum and this statement.

Yours sincerely,



Kevin Chin
Director



Kent Kwan
Independent Chairman



Mike Barker
Independent Non-Executive
Director

All Correspondence to:

- ✉ By Mail: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 By Fax: +61 2 9290 9655
- 💻 Online: www.boardroomlimited.com.au
- ☎ By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:00pm AEDT on Sunday 13 December 2020.**

🖨 TO VOTE ONLINE

- STEP 1: VISIT <https://www.votingonline.com.au/cvfagm2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4:00pm AEDT on Sunday, 13 December 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 Online: <https://www.votingonline.com.au/cvfagm2020>
- 📠 By Fax: + 61 2 9290 9655
- ✉ By Mail: Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 In Person: Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Contrarian Value Fund Limited

ACN 602 250 644

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Contrarian Value Fund Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a **Virtual Meeting on Tuesday 15 December 2020 at 4:00pm AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of Resolutions 1-6 and against Resolutions 7-10. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Michael Barker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Ms Victoria Guy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Disposal of Main Undertaking	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Capital Reductions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Termination of the Management Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Removal of Mr Kien Khan Kwan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Removal of Mr Kevin Tser Fah Chin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Removal of Mr Michael Barker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Removal of additional Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020