



ACN 108 069 003

Notice of Annual General Meeting

Notice is hereby given that the 2009 Annual General Meeting of shareholders of Fox Invest Limited ACN 108 069 003 ("Company") will be held at Freeman Fox, Level 39, 88 Phillip Street, Sydney, NSW on Monday **30 November 2009** at **12.30 pm (Sydney Time)** to transact the following business:

AGENDA

1. ANNUAL ACCOUNTS

To receive and consider the Directors' Report, the financial statements and the Auditor's Report for the year ended 30 June 2009.

2. ELECTION OF DIRECTOR

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

"Mr. Howard Woolcott, who retires in accordance with Article 6.3(j) of the Constitution, and being eligible, is elected as a director."

3. ELECTION OF DIRECTOR

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

"Mr. Alan Bennett, who retires in accordance with Article 6.3(j) of the Constitution, and being eligible, is elected as a director."

4. REMUNERATION REPORT

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

"The Remuneration Report for the year ended 30 June 2009 is adopted."

Note – the vote on this resolution is advisory only and does not bind the Directors of the Company.

5. ON MARKET BUY-BACK OF SHARES

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

"That approval is given for the Company to conduct on-market buy-backs of up to 20 per cent of its issued ordinary shares as at the date of this meeting in the 12 month period commencing from the date of this meeting, on the terms described in the Explanatory Statement accompanying this notice."

6. APPOINTMENT OF AUDITOR

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

"That Grant Thornton Audit Pty Ltd be appointed as auditor of Fox Invest Limited with such appointment to take effect from the time at which the resignation of Grant Thornton Queensland Partnership as auditor takes effect."

By order of the Board

Craig Burbury
Company Secretary

28 October 2009

Notes:

- Who may vote** Persons whose names are set out in the register of members of the Company as at 7.00 pm Sydney time on 28 November 2009 are entitled to attend and vote at the meeting convened by this notice.
- Proxies - Appointment** A Member of the Company who is entitled to attend and vote at the meeting has a right to appoint not more than 2 proxies to attend and vote for the Member at the meeting. Where a Member appoints 2 proxies, the appointment may specify the proportion or number of votes which each proxy may exercise. If the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, then each proxy may exercise half of those votes. A proxy need not be a Member of the Company.
- Proxies - Lodgement** To be valid, a proxy form must be received by the Company by 12.30 pm Sydney time on 28 November 2009 ("**Proxy Deadline**"). Proxies may be submitted:
IN PERSON Share registry – Level 12, 680 George Street, Sydney
BY MAIL Link Market Services, Locked Bag A14, Sydney South NSW 1235
BY FAX +61 02 9287 0309
ONLINE www.linkmarketservices.com.au
- A written proxy appointment must be signed by the Member or the Member's attorney. Where the appointment is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline. If facsimile transmission is used, the authority must be certified.
- Body corporate representative** A Member of the Company who is a body corporate and who is entitled to attend and vote at the meeting, or a proxy who is a body corporate and who is appointed by a Member of the Company entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with:
- (a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
 - (b) a copy of the resolution, certified by the Secretary or a Director of the body corporate, appointing the representative.

FOX INVEST LIMITED

ACN 108 069 003

Explanatory statement

This statement explains the items of business to be considered at the meeting and should be read in conjunction with the notice of meeting.

1 - Financial statements and reports

The Corporations Act 2001 (Cth) requires the financial report, directors' report and auditor's report to be laid before the meeting. There is no requirement either in the Corporations Act or the Company's Constitution for members to vote on, approve or adopt these reports. Members will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

2 & 3- Election of Directors

Item 2 & 3 seeks approval for the election of directors who are retiring under Rule 6.3(j) of the Company's Constitution. This Rule states that a Director who is appointed by the Board must retire from office at the next Annual General Meeting after the Director was appointed.

The Directors retiring under Rule 6.3(j) are eligible for election under rule 6.3(j) and offer themselves for election as directors of Fox Invest Limited.

Howard Woolcott – Non Executive Independent Director

Howard has an economics degree from The University of Sydney and is a Certified Practising Accountant. He is a member of the Company's Audit & Risk Committee.

He was a founder and past director of listed public company, Tribeca Learning Limited, an industry leader in accredited financial services education, professional development and compliance solutions for the financial planning industry. Tribeca was subsequently bought by Kaplan Professional.

Howard is the Managing Director of Woolcott Corporate Development Pty Ltd, which provides management and strategic advice to businesses.

Howard was appointed as a result of the untimely death of our Chairman, Mr John Fries.

Alan Bennett – Non Executive Independent Director

Alan Bennett is the principal of Alan Bennett Legal Pty Ltd, a law practice operating in Sydney. Alan is Adjunct Professor of Law at Sydney University. He has expertise in compliance and risk management and has authored a number of publications.

Board recommendation

The board recommends the election of Mr. Howard Woolcott and Mr Alan Bennett as Directors of the Company.

4 – Remuneration Report

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with section 250R of the Corporations Act 2001 (Cth).

The Remuneration Report details the Company's policy on the remuneration of non-executive Directors, executive Directors and senior executives and is set out in the Annual Report.

The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

5 – On market buy-back of shares

On 30th July 2007 the Company began a program of an on-market buy-back of its shares to manage its capital. The Board believes that where appropriate (primarily where the Company's shares are trading at a significant discount to NTA), buying-back shares represents an effective capital management strategy which is expected to be in the interests of shareholders and to enhance the value of the Company's shares.

Shares have been bought back at prices less than the Company's Net Tangible Asset (NTA) backing per share and this in turn has strengthened the NTA.

As at 15th October 2009, being the latest date for the inclusion of this information in this notice, the Company had bought back 4,324,234 ordinary shares on-market, representing approximately 21.85% per cent of the pre buy-back issued capital.

Under the Corporations Act, the Company must seek member approval if it proposes to repurchase in excess of 10% of its voting shares in any rolling 12 month period.

The Board now wishes to continue with this program and pursuant to Section 257C of the Corporations Act 2001 (Cth) seeks Shareholder approval to exceed the limit of buying back more than 10% of the Company's shares in a period of 12 months.

Resolution 5 seeks member approval for the Company to buy back on-market up to 20 per cent of the ordinary shares (approximately 3,325,000 ordinary shares) during the 12 months from the date of approval.

This number is approximately the maximum number of shares that may be repurchased rather than the actual number which would, if a proposal was to be made, definitely be bought back. It does not represent a commitment to repurchase that number of shares. It is designed to give the Company flexibility in determining the timing of on-market share buy-backs over the next 12 months.

If members do not vote in favour of Resolution 5, the Company may nevertheless continue to undertake on-market buy-backs in the next 12 months if the Board so determines, but the Company will ensure that it does not buy back in aggregate more than 10% of the Company's voting shares over any 12 month period without first obtaining the necessary member approvals.

Outline of on-market buy-backs

An on-market buy-back occurs when a company purchases its own shares in the ordinary course of trading at the prevailing market price on ASX in the same way as any other market participant.

The implementation and conduct of on-market buy-backs is monitored and regulated by both the Australian Securities and Investments Commission and the ASX . In particular, the ASX Listing Rules prescribe that the buy-back price of any share must not be more than 5 per cent above the average closing price for ordinary shares over the previous five trading days.

The ASX Listing Rules also require notices to be filed with the ASX indicating the period during which shares may be bought back, the number of shares intended to be bought back and any other information that would affect a shareholder's decision to sell shares. The Company is also required to give daily notices containing details of shares repurchased.

Financial impact and source of funds

In general, when a company's earnings are positive, share buy-backs have a beneficial effect on both earnings per share and return on equity. The extent of the benefit depends upon:

- (a) the price paid for shares - the lower the buy-back price, the greater the benefit;
- (b) the total number of shares being repurchased - the more shares repurchased, the greater the benefit;
- (c) the speed with which the shares are repurchased - the more quickly the shares are repurchased, the sooner the benefit arises; and
- (d) the cost of funding used to fund the buy-back - the lower the cost of funds, the greater the benefit.

The proposed buy-back program would not impact in any way on the Company's ability to discharge any indebtedness or to conduct its ordinary business. This is because the Company's investment mandate is scaleable and the Company currently has significant cash reserves.

The Company would utilise existing cash resources to implement the on-market buy-backs. Based on an average price of \$0.70 per share bought back, a buyback of 3,325,000 shares will cost the Company approximately \$2,350,775 (including legal, brokerage and other associated costs).

Given the Company's investment mandate is scaleable, the Board believes that any buy-back will not adversely impact the Company's financial position. The Company currently has sufficient cash assets to buy-back 20% of the Company's own shares, at current market prices (assuming a buyback price not exceeding \$0.70).

Directors

Unless prohibited under the ASX Listing Rules or the Corporations Act, Directors will be eligible to participate in any buy-back by selling their shares on-market to the Company.

General

Any on-market buy-backs will be implemented and conducted in accordance with the requirements of the ASX Listing Rules and the Corporations Act.

ASIC

This notice of meeting and explanatory statement has been lodged with ASIC in accordance with the Corporations Act.

Board recommendation

The board recommends adoption of this resolution.

The board believes that the buy-back program is the most efficient way to return capital to members at this point of time.

If Resolution 5 is passed, by buying back shares on market, the Company is not making any recommendation or providing any advice in relation to the value of its shares, nor as to whether members should sell any or all of their shares. Members will need to seek their own professional advice before making any decision whether to sell any shares in the market.

6 – Appointment of Auditor

The Company's auditors, Grant Thornton, have moved from being a state based federation to a single national firm. The Board wishes to retain Grant Thornton as the company's auditors and recommends the appointment of the national firm, Grant Thornton Audit Pty Ltd.

The current audit firm, Grant Thornton Queensland Partnership, has applied to the Australian Securities and Investment Commission (ASIC) for consent to resign effective 30 November 2009. It is anticipated that the resignation will take effect from the later of that date and the day on which ASIC gives its consent. Fox Invest Limited's expectation is that ASIC's consent will be forthcoming prior to the date of the AGM.

Subject to shareholder approval, the appointment of Grant Thornton Audit Pty Ltd will be effective for the 2009/10 financial year.

In accordance with subsection 328B(1) of the Corporations Act 2001, notice in writing nominating Grant Thornton Audit Pty Ltd as auditor has been given to Fox Invest Limited by a shareholder. A copy of this notice is attached to this Explanatory Memorandum.

Representatives of Grant Thornton will be available at the AGM to respond to any shareholder questions.

Board recommendation

The board recommends adoption of this resolution.

Notice of Nomination of Auditor

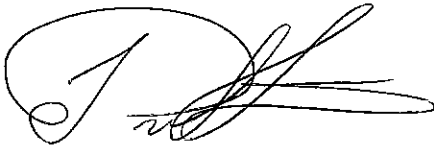
FOX INVEST LIMITED
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Appointment of auditors

Following the resignation of Grant Thornton Queensland Partnership subject to ASIC consent, I wish to nominate Grant Thornton Audit Pty Ltd as auditor of Fox Invest Limited at the forthcoming annual general meeting.

I request that a copy of this nomination is sent to all persons entitled to receive notice of the AGM and Grant Thornton Audit Pty Ltd.

Signed:



PETER SPANN

FOX PORTFOLIO PTY LTD

26/10/09
Date