



## MACARTHURCOOK

A Member of AIMS Financial Group

30 July 2013

ASX Code: MPS

SGX Code: MacCookPSF

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### ASX Announcement

#### MacarthurCook Property Securities Fund

#### Fund Update

#### FOR IMMEDIATE RELEASE

The Responsible Entity of the MacarthurCook Property Securities Fund (“the Fund” or “MPS”), MacarthurCook Fund Management Limited (“MacarthurCook”), would like to provide the market with the following update.

#### Request for Unitholder Meeting

We refer to the ASX and SGX announcement made on 11 July 2013 for the Fund and hereby attach the Notice of Meeting for a meeting of unitholders in the MacarthurCook Properties Securities Fund. The meeting has been convened in accordance with s252B of the Corporations Act 2001 (Cth).

The Notice of Meeting will be dispatched to unitholders today.

If you have any question in relation to this announcement, please feel free to contact Michael Goldman on +61 2 9217 2727 or at [michael.goldman@macarthurcook.com](mailto:michael.goldman@macarthurcook.com)

Yours faithfully

A handwritten signature in black ink, appearing to read "Alan Wong", written over a white background.

Alan Wong

Company Secretary

MacarthurCook Fund Management Limited

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323 Castlereagh Street, Sydney NSW 2000 Australia  
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**MacarthurCook Group**  
**MacarthurCook Fund Management Limited**  
ABN 79 004 956 558 AFS Licence No: 258052  
**MacarthurCook Investment Managers Limited**  
ABN 45 099 054 074 Licence No: 225357 SEC No: 801-66388  
**MacarthurCook Real Estate Funds Limited**  
ABN 32 126 766 167 AFSL No: 318261

### **About MacarthurCook:**

*MacarthurCook Fund Management Limited (MacarthurCook) is a wholly owned subsidiary of the AIMS Financial Group (AIMS), which specialises in the investment management of direct property, real estate securities and mortgage assets.*

*MacarthurCook and AIMS manage approximately A\$1.5 billion on behalf of over 20,000 Investors/borrowers as at 21 December 2012 and are the investment managers for MacarthurCook Office Property Trust, MacarthurCook Mortgage Fund, Advance Mortgage Fund and MacarthurCook Property Securities Fund. AIMS also manages, in a joint-venture arrangement with AMP Capital, the AIMS-AMP Capital Industrial REIT in Singapore.*

*The MacarthurCook Property Securities Fund is listed on the ASX and the Singapore Exchange. The AIMS-AMP Capital Industrial REIT is listed on the Singapore Exchange.*

### **About AIMS Financial Group:**

*Established in 1991, AIMS Financial Group (AIMS) is a diversified financial services and investment group with a solid track record and enviable reputation in the mortgage lending, fund management and securitisation markets in Australia, active in the areas of lending, securitisation, investment banking, funds management, property investment, stock exchange ownership and high-tech investment.*

*Since 1999, AIMS has raised approximately A\$4 billion in funds from the capital markets. Of this, AIMS has issued approximately A\$3 billion residential mortgage-backed securities, with most of them rated AAA by both Standard & Poors and Fitch Ratings, and has originated over A\$5 billion of high quality prime home loans since 1997.*

*AIMS has actively introduced a number of international investors into the Australian markets and to date. AIMS has also attracted over A\$1 billion of investments into Australia from overseas investors.*

*AIMS is also the investment manager for AIMS' funds, which amount to approximately A\$1.5 billion fund as at 1 November 2012.*

*AIMS' head office is in Sydney, Australia, and it has businesses across Australia, China, Hong Kong and Singapore. Our highly qualified, professional and experienced cross-cultural teams enable AIMS to bridge the gap between Australia and China across various sectors.*

### **AIMS Financial Group Expands During GFC**

*During the global financial crisis, AIMS expanded its business in a time when many other businesses were experiencing immense difficulties.*

*In October 2008, AIMS acquired the Asia Pacific Stock Exchange (APX), which is the only Western Securities Exchange 100% owned by a private company.*

*In April 2009, AIMS became the largest shareholder (15.8%) of the ASX listed fund manager, MacarthurCook Limited (MCK). In August 2009, AIMS' holding increase to 54% and by November 2009, AIMS' became the 100% owner of MCK which was subsequently delisted from the ASX.*

### **MacarthurCook Turnaround Story**

*At the time of acquisition, MacarthurCook's fund management business was severely distressed with each of the 4 listed funds and a number of unlisted funds starved of capital and management expertise. Under AIMS' leadership, MacarthurCook's funds have been turned around, stabilised and improved outcome for investors, for example:*

*A. The MacarthurCook Industrial REIT (MI-REIT) listed on the SGX (now known as AIMS AMP Capital Industrial REITs). At the time of the AIMS acquisition of MacarthurCook, MI-REIT was in distress and within three months, MI-REIT had to refinance S\$225million plus S\$91million obligation to purchase a*

*property which previous management had entered into in 2007 without finance in place. At the time, MI-REIT's market capitalisation was approximately S\$60million and S\$544million funds under management. Since that time, AIMS has stabilised MI-REIT which has grown significantly with a market capitalisation S\$647million and S\$975million funds under management as at September 2012.*

*B. The MacarthurCook Property Securities Fund (MPS) which is listed on the ASX and SGX. Since the takeover of MacarthurCook, through AIMS management, MPS has been able to significantly reduce its debt from A\$44.5million with a gearing ratio of 38% to A\$7.8million with a gearing ratio of 12.8% as at June 2012. MPS is now uniquely positioned to access the capital markets in Australia and Asia through its dual listing on the ASX and SGX.*

*C. The privatisation of the MacarthurCook Industrial Property Fund (MIF) which was formerly listed on the ASX and was distressed at the time of acquisition. The share price of the fund at the time AIMS took over MacarthurCook was A\$0.16. AIMS reduced vacancy in the MIF portfolio and improved the WALE to more than 5 years. In October 2010, unitholders voted in favour of accepting an offer from a US fund at A\$0.44 per unit representing a 42% premium to the pre-announcement trading price.*

# **MacarthurCook Property Securities Fund**

**ARSN 111 442 150**

ASX Code: MPS  
SGX Code: MacCookPSF

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## **Notice of General Meeting to be held on 4 September 2013**

### **Explanatory Memorandum for the Notice of General Meeting**

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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT  
THE OFFICES OF K&L GATES, LEVEL 31, 1 O'CONNELL STREET, SYDNEY NSW 2000  
AT 11.00 AM (AUSTRALIAN EASTERN STANDARD TIME) ON WEDNESDAY 4 SEPTEMBER  
2013**

**TO BE VALID, FORMS OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING  
MUST BE COMPLETED AND RETURNED TO THE FUND NO LATER THAN 11.00AM  
(AUSTRALIAN EASTERN STANDARD TIME) ON 2 SEPTEMBER 2013**

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## Section A – Letter to Unitholders

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30 July 2013

Dear Unitholders,

The Responsible Entity of MacarthurCook Property Securities Fund (**MPS** or **Fund**) has been requested to hold a meeting of MPS Unitholders to consider and vote on a resolution to amend the constitution of MPS, the immediate effect of which will be to terminate MPS and cause the scheme to be wound up.

**The Independent Directors unanimously recommend that you vote AGAINST the resolution to amend the constitution of the Fund and effectively wind up MPS.**

The meeting will be held at the offices of K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000 on Wednesday 4 September 2013 at 11.00 am (Australian Eastern Standard Time).

### **What will happen if the resolution is passed**

If the resolution is passed, MPS's constitution would be amended to include an additional event of termination which event has already occurred. MPS would thereafter immediately be wound up, and its assets sold. The sale proceeds, net of transaction costs and the payment of other expenses and liabilities, will be distributed to MPS Unitholders.

### **Why a vote AGAINST the resolution is important**

The Responsible Entity believes that approving the proposed amendment to the constitution is unlikely to deliver optimal value to Unitholders for the following key reasons:

- Winding up the Fund will prevent the Responsible Entity from implementing its strategy in reinvesting capital into new investment opportunities as market conditions improve, especially when the Fund is now debt free and in a position for growth.
- Due to the lack of liquidity in the Fund's investments, we believe that a winding up of the Fund will not result in delivering optimal value to Unitholders.
- Winding up the Fund will prevent Unitholders sharing in potential gains that should be realised as the property market continues to improve and once the Fund's underlying investments are redeemed as they mature.
- The Requisitioning Unitholders have not provided any details as to how One Managed Investment Funds Limited intend to dispose of each of the Fund's investment for the best price.
- The Requisitioning Unitholders have not provided any evidence to verify that the One Managed Investment Funds Limited has any relevant skills or experience in achieving optimal value for Unitholders.

**For these reasons it is recommended that you vote AGAINST the resolution.**

### **What you need to do**

Read the enclosed Notice of Meeting and Explanatory Memorandum carefully.

If you agree with the Independent Directors and do not support the proposal to alter the constitution of MPS, you should do one of the following:

- (a) sign the enclosed proxy form and put an X in the Against voting box;
- (b) sign the enclosed proxy form and do not put an X in any of the voting boxes; or
- (c) do nothing.

Unitholders who complete and lodge a proxy form:

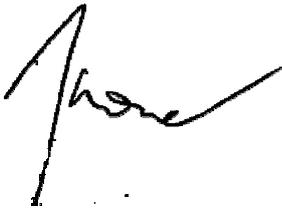
- but do not put an X in any of the voting boxes; and
  - do not nominate someone other than the Chairman of the meeting to act as proxy,
- will appoint the Chairman of the meeting as their proxy.

The Chairman of the meeting will direct open proxies to be voted against the resolution.

**Find out more**

If you have any questions please contact Michael Goldman on +61 2 9217 2773.

Yours faithfully



**John Love**  
Director  
MacarthurCook Fund Management Limited



**Richard Nott**  
Director  
MacarthurCook Fund Management Limited

## Section B – Glossary

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### 1. Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

**AEDT** means Australian Eastern Standard Time.

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the meaning given to that term in the Corporations Act.

**Business Day** means a day which is not a Saturday, Sunday or public holiday in Sydney, New South Wales.

**CDP** means The Central Depository (Pte) Limited.

**CDP Account Holder** means a person whose Securities Account is credited with Units and whose Units are registered in the name of CDP (or its nominee).

**Constitution** means the constitution of MPS as amended, varied or replaced from time to time.

**Corporations Act** or **Act** means the *Corporations Act 2001 (Cth)*.

**Director** means a director of the Responsible Entity.

**Excalibur** means Excalibur Trading Pty Ltd ACN 083 026 911, a Unitholder in the Fund.

**Explanatory Memorandum** means the explanatory memorandum set out in Section D of this document.

**Fraser** means Mr. Rodney Alleric Fraser, a Unitholder in the Fund.

**Geerdink** means Mr. Michiel Geerdink, a Unitholder in the Fund.

**General Meeting** means the general meeting of Unitholders to be held on 4 September 2013 pursuant to the Notice of Meeting.

**Idyll** means Mr. Rodney Alleric Fraser as trustee for the Idyll Super Fund, a Unitholder in the Fund.

**Independent Directors** means John Love and Richard Nott, directors of the Responsible Entity.

**MFM** means MacarthurCook Fund Management Limited ACN 004 956 558.

**MPS or Fund** means MacarthurCook Property Securities Fund ARSN 111 442 150.

**Non Associated Unitholders** means the Unitholders of the Fund who are not excluded from voting on the Resolution.

**Noonbah** means Noonbah Pty Ltd ACN 008 475 410 as trustee for the Noonbah Super Fund, a Unitholder in the Fund.

**Notice of Meeting** or **Notice** means the notice of General Meeting set out in Section C of this document.

**Randall** means Mr. Darrell Hunter Randall, a Unitholder in the Fund.

**Requesting Unitholders** means collectively Geerdink, Noonbah, Sauer, Randall, Idyll, Fraser and Excalibur (who together hold at least 5% of the votes that may be cast on the Resolution).

**Resolution** means the resolution set out in the Notice of Meeting to be considered by Unitholders at the General Meeting, being a resolution to be passed by the requisite majority of Unitholders of MPS.

**Responsible Entity** means MFM as responsible entity of MPS.

**Sauer** means Mr. Warwick Sauer, a Unitholder in the Fund.

**Securities Account** means the securities account maintained by a Singapore Depositor with CDP but does not include a securities sub-account.

**SGX** means the Singapore Exchange Securities Trading Limited or the market operated by it (as the context requires).

**Singapore Companies Act** means The Companies Act, Chapter 50 of Singapore.

**Singapore Depositor** has the meaning given in section 130A of the Singapore Companies Act.

**Singapore Depository Agents or Depository Agent** has the meaning given in section 130A of the Singapore Companies Act.

**Unit** means a fully paid unit in the Fund.

**Unitholder** means a holder of a Unit.

## 2. Interpretation

For the purposes of interpreting the Explanatory Memorandum and the Notice of Meeting:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all considerations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Chairman's Letter, the Explanatory Memorandum and the Notice of Meeting;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors and substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to **\$, A\$, Australian Dollars** or **dollars** is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

### **3. Date of this document**

The Explanatory Memorandum has been prepared as at 30 July 2013 (the **Preparation Date**) based upon the information available and the facts and circumstances known at the Preparation Date by the Responsible Entity.

Subject to the continuing obligations of MPS under the Listing Rules, the Corporations Act and other laws, no person undertakes to review the financial condition or affairs of MPS or at any time or to keep a recipient of this document or any Unitholder informed of changes in, or matters arising or coming to their attention which may affect, anything referred to in this document.

Subject to the continuing obligations of MPS under the Listing Rules, the Corporations Act and other laws, neither MPS, the Responsible Entity nor any other person accepts any responsibility to Unitholders to update this document after the Preparation Date with regard to information or circumstances which come to its attention after the Preparation Date.

### **4. Independent investment decisions**

The Explanatory Memorandum does not take into account the investment objectives, financial position and particular needs of any particular person. Before making any decision on the basis of this document you should consider, after consulting with an investment adviser, whether that decision is appropriate in light of the information contained in this document.

## Section C – Notice of General Meeting

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NOTICE IS HEREBY GIVEN that a General Meeting of Unitholders of MacarthurCook Property Securities Fund ARSN 111 442 150 will be held at the offices of K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000 on Wednesday 4 September 2013 at 11:00 am (AEST).

Defined terms used in this Notice of Meeting have the meanings given to them in the Glossary accompanying this Notice of Meeting.

This Notice of Meeting has been issued by MacarthurCook Fund Management Limited ACN 004 956 558 as responsible entity of MPS and is given at the request of the Requesting Unitholders who hold at least 5% of the votes that may be cast on the Resolution, under section 252B of the Corporations Act.

In accordance with section 252S(1) of the Corporations Act, the Responsible Entity will appoint a Chairperson of the Meeting.

### BUSINESS

#### 1. Resolution: Amendment to Constitution to wind up the Fund

Unitholders are asked to consider, and if thought fit, to pass the following Resolution as an extraordinary resolution:

*"That the constitution of MacarthurCook Property Securities Fund be amended by:*

(a) *inserting in clause 33.1 an additional paragraph (d) as follows:*

(d) *the first date after 7 July 2013 on which the Ten Day VWAP is less than \$0.0986 (being 85% of the net tangible assets per Unit as at 31 May 2013 (as reported in the Responsible Entity's ASX announcement dated 3 June 2013)).*

*The "Ten Day VWAP" will be defined as:*

*The Ten Day VWAP means the volume weighted average price for the Fund's Units on the market for trading securities operated by ASX Limited for the 10 Trading Days (as that term is defined in the Listing Rule published by ASX Limited) most recently preceding the date for the calculation.*

(b) *inserting a new clause 33.3 as follows:*

#### *33.3 Realisation*

*As soon as practicable after the date the Trust terminates, the Responsible Entity must realise the Assets and satisfy the Liabilities. In the event that the Trust terminates on the date referred to in clause 33.1(d), the Responsible Entity must as soon as practicable after the date the Trust terminates (but in any case within seven days after becoming aware of the Trust's termination) enter into a management agreement with One Management Investment Funds Limited in the form deposited in safe custody with DibbsBarker Lawyers Sydney on 8 July 2013 (and available on the website [www.mpsresolution.com.au](http://www.mpsresolution.com.au) as of 8 July 2013) and complete the winding up by 31 December 2016.*

(c) (i) *deleting the current clauses 21.1 to 21.7 (inclusive) and substituting the following therefore:*

#### *21.1 Fees*

- (a) *The Responsible Entity is entitled to a fee of \$5,000 per month (the **Responsible Entity Fee**), payable monthly in arrears.*
  - (b) *The Responsible Entity Fee must be paid out of the Trust Fund within 21 days of the end of each month.*
  - (c) *No fee (other than the Responsible Entity Fee) is payable to the Responsible Entity*
- (ii) *renumbering the remainder of clause 21 accordingly and amending clause references thereto."*

## **2. Determination of membership and voting entitlement**

For the purpose of determining a person's entitlement to vote at the General Meeting, a person will be recognised as a member of the Fund and the holder of Units if that person is registered as a holder of those Units at 7:00 pm (AEST) on 2 September 2013, being the second Business Day prior to the date of the General Meeting.

## **3. Votes of members**

On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a corporate representative at the General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative shall have one vote for each Unit held by him, her or it provided that all Units are fully paid.

## **4. CDP Account Holders**

CDP is the registered holder of all Units traded on the SGX. Legal title to the Units held in the Securities Account is held by CDP and CDP holds the Units (as bare trustee) for and on behalf of CDP Account Holders who maintain, either directly or through Depository Agents, Securities Accounts with CDP. CDP is therefore the Unitholder entitled to vote on the Resolution. CDP Account Holders are not considered Unitholders for the purposes of voting on the Resolution.

In order to vote, CDP Account Holders must provide their voting instructions to CDP by no later than **5:00 pm (Singapore time) on Wednesday 28 August 2013**. Instructions on how to lodge your voting instructions with CDP are included in the CDP Voting Instruction Form accompanying this Notice.

Each CDP Account Holder is permitted to attend the General Meeting in person, provided that by no later than **11:00 am (AEST) on 2 September 2013** the CDP Account Holder has:

- (a) notified the Responsible Entity of their attendance; and
- (b) provided to the Responsible Entity evidence, which is, in the reasonable opinion of the Responsible Entity, satisfactory to show that the person is in fact a CDP Account Holder at that time.

Any CDP Account Holder attending the General Meeting has the same right to speak at the meeting as a Unitholder. However a CDP Account Holder does not have any right to vote (either on a show of hands or on a poll), demand a poll, be counted in a quorum, or enjoy any other rights of the kind typically enjoyed by Unitholders.

## 5. Proxies

Please note that:

- (a) a member entitled to attend and vote at the General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, and the appointment does not specify the proportion of the member's voting rights, each proxy may exercise one-half of the voting rights;
- (d) a proxy need not be a member of the Fund;
- (e) a proxy form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where the proxy form so provides, the proxy is not entitled to vote on the Resolution except as specified in the proxy form;
- (f) a proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the General Meeting, or any other procedural motion, unless the member gives a direction to the contrary;
- (g) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (h) to be valid, a proxy form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (i) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than **11:00 am (AEST) on 2 September 2013:**

### by the Fund:

- in person: MacarthurCook Property Securities Fund  
C/- Computershare Investor Services Pty Limited  
Yarra Falls  
452 Johnston Street  
ABBOTSFORD VIC 3067  
Australia
- by mail: MacarthurCook Property Securities Fund  
C/- Computershare Investor Services Pty Limited  
GPO Box 242  
MELBOURNE VIC 3001  
Australia
- by facsimile: 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia)

A form of proxy accompanies this Notice of Meeting.

**By order of the Board**

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

**Alan Wong**  
Company Secretary  
MacarthurCook Fund Management Limited

**Dated: 30 July 2013**

## Section D - Explanatory Memorandum

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### 1. Introduction

This Explanatory Memorandum has been prepared to assist Unitholders of the Fund in understanding the business to be put to Unitholders for their consideration at the forthcoming General Meeting on 4 September 2013.

Sections 2 of this Explanatory Memorandum set out the background to the Resolution. Section 3 sets out further information in relation to the Resolution.

All capitalised terms are defined in the Glossary in Section B of this Explanatory Memorandum.

### 2. Background to Resolution

On 11 July 2013, MFM, in its capacity as responsible entity of the Fund, announced that it had received a request to convene a meeting of MPS Unitholders to consider and vote on the Resolution of 9 July 2013 from the Requesting Unitholders.

In accordance with the Corporations Act, MFM has convened a meeting of the Unitholders of MPS to be held on Wednesday 4 September 2013 to consider the Resolution.

The Requesting Unitholders together hold at least 5% of the votes that may be cast on the Resolution.

### 3. Further information relating to the Resolution

#### 3.1 Independent Directors' recommendation

The Independent Directors unanimously recommend that Unitholders vote AGAINST the Resolution.

This recommendation is based on the following:

- the Resolution, although worded as an amendment to the Constitution, is really a resolution to wind up MPS;
- as at the close of trading on 26 July 2013, the volume weight average price for MPS' Units on the ASX for the preceding 10 trading days was \$0.0705 per Unit. This is already below the proposed threshold of \$0.0986 per Unit meaning the Fund would be immediately terminated, and its assets would need to be realised, if the Resolution is approved;
- AIMS took over the Responsible Entity in 2009. Since that time, it has developed a strategy for the Fund which includes the following:
  - » Repayment of debt (being approximately A\$44.5 million in 2009);
  - » Resumption of distributions;
  - » Undertake a Unit buy back; and
  - » Reinvestment of capital into new investment opportunities.

- To date, the Fund has repaid all of its loans and is now debt free and the Responsible Entity intends to recommence distributions by the end of 2013
- The Responsible Entity is also committed to implementing the balance of its strategy in order to close the gap between Unit Price and NTA per Unit as well as to maximise the value of the Fund's investments

A detailed explanation of the reasons to vote AGAINST the Resolution are set out below.

Reasons for voting in favour of the Resolution are given in the statement by the Requesting Unitholders which is contained in Section E of this Notice of Meeting.

### **3.2 Reasons to vote AGAINST the Resolution**

- (a) Although the Resolution has been proposed as an amendment to the Constitution, the Responsible Entity is of the opinion that the Resolution is, in substance and practical effect, a resolution to wind up the Fund.

Under the proposed amendments to the Constitution, an additional termination event would be included in clause 33.1 such that the Fund would be terminated if on any given day after 7 July 2013 the volume weight average price for MPS' Units on the ASX for the preceding 10 trading days is less than \$0.0986 per Unit.

As at the close of trading on 29 July 2013, the volume weight average price for MPS' Units on the ASX for the preceding 10 trading days was \$0.0705 per Unit.

This is already below the proposed threshold included in part (a) of the Resolution of \$0.0986 per Unit. Therefore, the termination event would be triggered automatically on approval of the Resolution as originally proposed. As a result the Fund would be need to be wound up, and its assets realised, immediately following approval of the Resolution in its original form.

Section 601NB of the Corporations Act requires if members of a registered scheme (such as MPS) wish to wind up a scheme, they may request a meeting of members be called to consider and vote on an extraordinary resolution (i.e. a resolution which requires approval by at least 50% of the Unitholders eligible to vote on the Resolution whether or not they are present at the General Meeting).

The Resolution as proposed by the Requesting Unitholders did not meet the requirements for a winding up resolution proposed by unitholders under the Corporations Act.

The Responsible Entity wrote to the Requesting Unitholders on 18 July 2013 advising them of the above matters and offered the Requesting Unitholders the opportunity to withdraw their request for the General Meeting and to submit a revised resolution. No response has been received from the Requesting Unitholders as at the date of this Notice.

On this basis the Responsible Entity has determined that it is appropriate for the Resolution to be considered and voted on at the General Meeting as an extraordinary resolution rather than as a special resolution.

- (b) Winding up the Fund will prevent Unitholders sharing in potential gains that should be realised as the property market continues to improve and once the Fund's underlying investments are redeemed as they mature.

- (c) Winding up the Fund will prevent long term investors in the Fund from recovering the maximum potential return of their initial investment, especially when the Fund is now debt free and in a position for growth.
- (d) The Requisitioning Unitholders have not provided any details as to how One Managed Investment Funds Limited intend to dispose of each of the Fund's investment for the best price.
- (e) The Requisitioning Unitholders have not provided any evidence to verify that the One Managed Investment Funds Limited has any relevant skills or experience in winding up the Fund.
- (f) Despite the Requisitioning Unitholders claim that 17% of the Fund's assets that are invested in Listed Trusts are liquid, we believe that those investments are in fact illiquid and therefore it may be unlikely to realise the book value of those investments without incurring a substantial loss in any immediate winding up of the Fund.
- (g) A number of Requisitioning Unitholders have only been invested in the Fund for a short period of time at a relatively low price. We believe these specific unitholders are seeking to realise a short term financial return by forcing the winding up of the Fund with the overall effect of not being in the best interest of long term investors in the Fund.

**Vote**

**AGAINST**

**the Resolution**

**The following section is a statement  
from the Requesting Unitholders  
and does not reflect the views of  
the Independent Directors**

## RESOLUTION

### MEMBERS STATEMENT

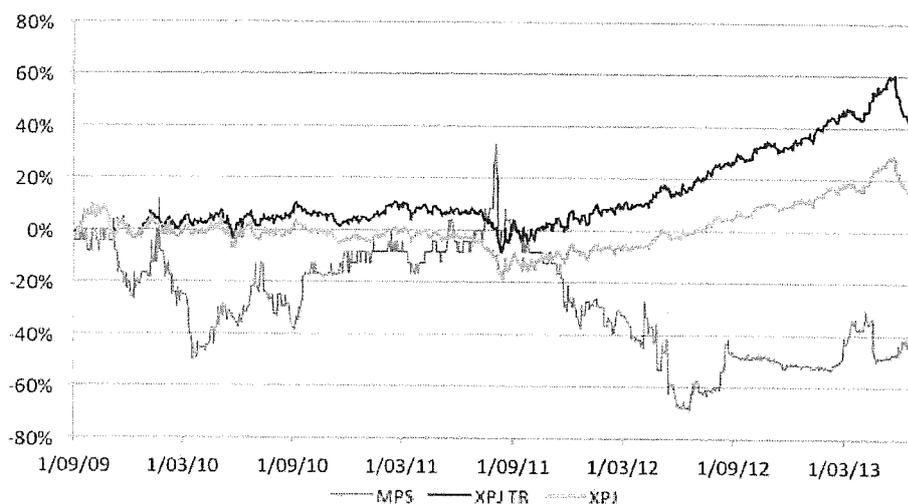
Dear Unitholder,

Some of your fellow unitholders are concerned with the performance of the MacarthurCook Property Securities Fund (**Fund**). These unitholders (the **Requisitioning Unitholders**) representing more than 5% of the issued units in the Fund are requesting a unitholders' meeting.

#### Background

Since AIMS Financial Group (**AIMS**) became the manager of the Fund, that being in September 2009:

- a. the net tangible assets per unit (**NTA**) has dropped from \$0.385 to \$0.116<sup>1</sup>;
- b. the Fund unit price decreased 42% from \$0.12<sup>2</sup> to \$0.07<sup>3</sup> while the A-REIT index (**XPJ**) has increased 19% and 50% including distributions (**XPJ TR**); and



The Fund unit price is now at a 40% discount to its NTA and is at a 54% discount to its NTA including the \$17.8m proceeds from the litigation with TFML Limited as responsible entity of P-REIT and Pelorus Private Equity (the **P-REIT Claim**).

#### The Resolution

The Requisitioning Unitholders propose a resolution (the **Resolution**) to amend the Fund's constitution:

- (i) to terminate the Fund if at any date (the **Relevant Date**) after 7 July 2013 the volume weighted average price of the Fund's units for the 10 trading days (**Ten Day VWAP**) up to the Relevant Date is less than \$0.0986, being a 15% discount to the NTA per 31 May 2013.
- (ii) to insert a provision to require the Responsible Entity (**RE**) on the Relevant Date to enter into a management agreement with One Managed Investment Funds Limited (**OMIF**) (in the form set out on the website [www.mpsresolution.com.au](http://www.mpsresolution.com.au)) (the **Management Agreement**) and complete the winding up by 31 December 2016 (the **Wind-up**); and

(iii) to alter the fees payable by the Fund to the RE to \$5,000 per month.

Below is a comparison of the existing situation and the new situation if the Resolution is approved.

<i>Existing situation</i>	<i>New situation</i>
<b>Management structure</b>	
AIMS is the Fund's largest unitholder (at 26.2%), is the manager of the Fund and is the owner of the RE.	AIMS remain the owner of the RE. OMIF will perform management services and may provide custodial services and may appoint Unity Administration to provide accounting and administration services.
The responsible entity determines the Fund's strategy.	OMIF implements the Wind-up and requires approval of the Investment Committee for asset sales above \$0.5m book value. The Investment Committee consists of at least 3 members of the Fund.
AIMS is the manager of MacarthurCook Office Trust (MOT) and AIMS Property Fund (APF).	OMIF will implement the Wind-up and liquidate the Fund's investments in MOT and APF.
<b>Strategy</b>	
The RE intends to recapitalise APF, pay distributions in 2014, invest in new opportunities and buy back the Fund's units in the open market <sup>4</sup> .	OMIF will implement an orderly Wind-up and aim to realise maximum value for the Fund's assets by 31 December 2016 and distribute all net proceeds to unitholders.
<b>Unit price</b>	
The Ten Day VWAP prior to requesting the meeting was \$0.068 and a 41% discount to the Fund's NTA of \$0.116.	Unitholders may receive proceeds estimated at \$0.099 per unit and any proceeds from the P-REIT Claim estimated at \$0.035 per unit.
<b>Fees and costs</b>	
The management fee paid to AIMS is 0.45% of Fund's total assets per annum.	The RE will be entitled to a fee of \$5,000 per month only.
The Fund pays administration costs of 0.2% of the Fund's total assets per annum.	The management fee payable to OMIF will be 0.20% of Fund's total assets per annum (with a minimum of \$8,000 per month) and a one-off cost of \$50,000 for handover of the Fund's assets.
	The Fund will pay administration at cost.
The RE is entitled to a performance fee and waives any performance fee above \$2m (Waiver 1) or above 0.5% of total assets (Waiver 2).	There will be no performance fee for the RE. OMIF will be entitled to a performance fee (equal to that which is currently payable to the RE). Only Waiver 1 will apply for OMIF; Waiver 2 does not support the Wind-up and will not apply.
<b>P-REIT Claim</b>	
Maximise proceeds.	Maximise proceeds.

## Wind-up

More than 65% of the Funds assets are liquid or will have a liquidity event in 3 years.

<i>Funds assets in \$m (June 2013)</i>	<i>Cash</i>	<i>Listed Trusts</i>	<i>Trusts in wind-up</i>	<i>Trusts with term-end in 3 years</i>	<i>Trusts with term-end after 3 years</i>
Number of Trusts	n/a	3	6	5	3
Estimated book value*	6.2	9.9	14.3	9.4	18.7
Percentage Funds assets	11%	17%	24%	16%	32%

\* Estimated value of the Trusts is based on the public accounts of MPS and the underlying Trusts as at 31 Dec 2012

## Estimated Proceeds

Estimated proceeds, assuming a 15% discount to NTA, are \$0.099 per unit or a 45% premium above the Ten Day VWAP. The estimated proceeds including the P-REIT Claim are \$0.134 per unit.

The 15% discount on NTA corresponds with a discount of 16.9% on the Estimated book value of the Trusts and a 8.4% discount on the underlying property values in these Trusts (50% leverage assumed). However over the last two years the Trusts in the Fund's portfolio have sold various properties on average at a minor premium to book value<sup>5</sup>.

## Your vote is important

In putting forward the Resolution the Requisitioning Unitholders believe that a Wind-up is the best way to unlock value for unitholders and to close the gap between the unit price and the NTA.

Neither the Requisitioning Unitholders nor OMIF are able to guarantee the estimated proceeds. However, inaction and continuation of the current strategy may cause the Fund's units to continue to trade at its current discount to NTA and may expose unitholders to further NTA dilution.

The Requisitioning Unitholders look forward to your participation at the meeting and your vote in favour of the Resolution.

Yours faithfully

<sup>1</sup> ASX announcement 03/06/2013

<sup>2</sup> Unit price on 31/08/2009

<sup>3</sup> Unit price on 05/07/2013

<sup>4</sup> ASX announcement 03/06/2013

<sup>5</sup> Only property sales have been considered that have disclosed transaction price details

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**MACARTHURCOOK**  
A Member of AIMS Financial Group

**MacarthurCook Fund Management Limited**  
("MacarthurCook") (ABN 79 004 956 558)  
is the Responsible Entity of the  
**MacarthurCook Property Securities Fund**  
(ARSN 111 442 150)

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000



┌ 000001 000 MPS  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

For your vote to be effective it must be received by **11.00am (AEST) Monday, 2 September 2013**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the MacarthurCook Property Securities Fund.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

#### Your secure access information is:

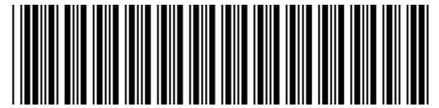
SRN/HIN: I9999999999



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of MacarthurCook Property Securities Fund hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of MacarthurCook Property Securities Fund to be held at The Offices of K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000 on Wednesday, 4 September 2013 at 11.00am and at any adjournment or postponement of that meeting.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution 1 Amendment to Constitution to wind up Fund

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies AGAINST each item of business.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

\_\_\_\_\_

Date / /

MPS

999999A

Computershare +