

Cheyne Capital Management (UK) LLP
Stornoway House
13 Cleveland Row
London SW1A 1DH
Phone: +44 (0)20 7968 7450
Fax: +44 (0)20 7968 7650



Fax

To: Company Announcement
Platform ASX

From: Aurelie Lauduique

Company: Cheyne Capital Management (UK) LLP

Tel: +44 (0) 207 968 7351

Fax: +44 (0) 207 968 7603

Email: Aurelie.lauduique@cheynecapital.com

Pages: 5

Date: 17th August 2012

☐ **Urgent** ☐ **For Review** ☐ **Please Comment** ☐ **Please Reply** ☐ **Please Recycle**

Cheyne Capital Management (UK) LLP – Form 603

Dear Sir,

Please find attached a form 603 (Notice of initial substantial holder) in relation to Funds managed by Cheyne Capital Management (UK) LLP's dealings and holdings in Challenger Infrastructure Fund's ordinary shares.

Feel free to contact us directly should you have any questions.

Yours faithfully,

Aurelie Lauduique
Senior Compliance Associate

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Challenger Infrastructure Fund (CIF)

ACN/ARSN _____

1. Details of substantial holder (1)

Name Funds managed by Cheyne Capital Management (UK) LLP

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 16 / 08 / 2012

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	16,000,000	16,000,000	5.06%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Cheyne European Event Driven Fund LP	Relevant interest under section 608(1) of the Corporation Act as the holder of CIF shares	11,899,000 ordinary shares
Innocap Fund Sicav Plc (Cheyne European Event Driven Fund sub-fund)	Relevant interest under section 608(1) of the Corporation Act as the holder of CIF shares	649,000 ordinary shares
Lyxor / Cheyne European Event Driven Fund Limited (Cheyne European Event Driven Fund sub fund)	Relevant interest under section 608(1) of the Corporation Act as the holder of CIF shares	3,452,000 ordinary shares
Cheyne Capital Management (UK) LLP	Relevant interest under section 608(1) of the Corporation Act as the manager of the funds with the power to dispose of CIF shares held by the Funds	16,000,000 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Cheyne European Event Driven Fund	UBS AG Prime Brokerage Acc/ Cheyne European Event Driven Fund	UBS AG Prime Brokerage Acc/ Cheyne European Event Driven Fund	11,899,000 ordinary CIF shares
Innocap Fund Sicav Plc (Cheyne European Event Driven Sub Fund)	Morgan Stanley&Co International Prime Brokerage Acc/ Innocap / Cheyne European Event Driven	Morgan Stanley&Co International Prime Brokerage Acc/ Innocap / Cheyne European Event Driven	649,000 ordinary CIF shares
Lyxor / Cheyne European Event Driven Fund Limited (Cheyne European Event Driven Fund sub fund)	Deutsche Bank AG London Prime Brokerage Acc/ Lyxor / Cheyne European Event Driven	Deutsche Bank AG London Prime Brokerage Acc/ Lyxor / Cheyne European Event Driven	3,452,000 ordinary CIF shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (\$)		Class and number of securities (all ordinary AKI shares)
		Cash	Non-cash	
Cheyne European Event Driven Fund LP	17 th July 2012	AUD 1.33 per share		7,450,000
Cheyne European Event Driven Fund LP	25 th July 2012	AUD 1.33 per share		2,235,000
Cheyne European Event Driven Fund LP	9 th August 2012	AUD 1.34 per share		738,000
Cheyne European Event Driven Fund LP	10 th August 2012	AUD 1.34 per share		738,000
Cheyne European Event Driven Fund LP	16 th August 2012	AUD 1.34 per share		738,000
Innocap Fund Sicav Plc (Cheyne European Event Driven Sub Fund)	17 th July 2012	AUD 1.33 per share		400,000
Innocap Fund Sicav Plc (Cheyne European Event Driven Sub Fund)	25 th July 2012	AUD 1.33 per share		120,000
Innocap Fund Sicav Plc (Cheyne European Event Driven Sub Fund)	9 th August 2012	AUD 1.34 per share		43,000
Innocap Fund Sicav Plc (Cheyne European Event Driven Sub Fund)	10 th August 2012	AUD 1.34 per share		43,000
Innocap Fund Sicav Plc (Cheyne European Event Driven Sub Fund)	16 th August 2012	AUD 1.34 per share		43,000
Lyxor / Cheyne European Event Driven Fund Limited (Cheyne European Event Driven Fund sub fund)	17 th July 2012	AUD 1.33 per share		2,150,000
Lyxor / Cheyne European Event Driven Fund Limited (Cheyne European Event Driven Fund sub fund)	25 th July 2012	AUD 1.33 per share		645,000

Lyxor / Cheyne European Event Driven Fund Limited (Cheyne European Event Driven Fund sub fund)	9 th August 2012	AUD 1.34 per share	219,000
Lyxor / Cheyne European Event Driven Fund Limited (Cheyne European Event Driven Fund sub fund)	10 th August 2012	AUD 1.34 per share	219,000
Lyxor / Cheyne European Event Driven Fund Limited (Cheyne European Event Driven Fund sub fund)	16 th August 2012	AUD 1.34 per share	219,000

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

7. Addresses

The addresses of persons named in this form are as follows:

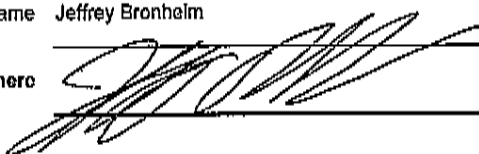
Name	Address
Cheyne European Event Driven Fund LP	Harbour Centre, 42 North Church Street, P.O. Box 1348, George Town, Grand Cayman KY1-1108, Cayman Islands
Innocap Fund Sicav Plc (Cheyne Event Driven Sub Fund)	171 Old Bakery Street Valletta – VLT1455 – Malta
Lyxor / Cheyne European Event Driven Fund Limited (Cheyne European Event Driven Sub Fund)	18 Esplanade St. Helier – Jersey JE4 8RT
Cheyne Capital Management (UK) LLP	Stomoway House, 13 Cleveland Row – London SW1A 1DH - UK

Signature

print name Jeffrey Bronhelm

capacity General Counsel

sign here



date 17 / 08 / 2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."

- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
-