

Ellerston Capital Limited  
ABN 34 110 397 674  
AFSL No. 283 000

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TO: The Manager, Company Announcements, ASX  
FROM: Ellerston Capital  
DATE: 18 November 2015

NO. OF PAGES (including this page): 11

Dear Manager

**RE: 360 CAPITAL OFFICE FUND – Form 603**

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We attach our notice of becoming a substantial holder (Form 603) in respect 360 Capital Office Fund.

We note that the shares reported in this Form are owned by third party accounts under the discretionary investment management of Ellerston Capital Limited.

None of Ellerston Capital Limited, nor any of its shareholders or any of their associates hold a direct interest in any shares disclosed in this Form.

Yours sincerely,

Ellerston Capital Limited

**Form 603**  
Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme 360 Capital Investment Management Limited as a responsible entity of 360 CAPITAL OFFICE FUND

ACN/ARSN/ARBN ARSN 106 453 196

### 1. Details of substantial holder (1)

Name Ellerston Capital Limited (Primary Person), and its associates being those persons listed in Annexure B

ACN/ARSN (if applicable) ACN 110 397 674

The holder became a substantial holder on 17/11/15

### 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 UNITS FULLY PAID	3,869,464	3,869,464	5.28%

### 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
Primary Person	The Primary Person in its capacity as investment manager for various clients or as trustee/responsible entity for investment vehicles, has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise a disposal of, the securities	3,869,464 ordinary units fully paid

### 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
Primary Person	HSBC Custody Nominees (Australia) Limited		3,869,464 ordinary units fully paid

### 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:

See Annexure A			

## 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
Refer to Annexure B	

## 7. Addresses

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

Name	Address
See annexures	The Substantial Shareholder – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000
	The entities listed in Annexure B – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000
360 CAPITAL OFFICE FUND	Suite 804, Level 8, 56 Pitt Street, SYDNEY, NSW, AUSTRALIA, 2000

## Signature

print name

IAN KELLY

capacity

Company Secretary

sign here

*[Handwritten signature]*

date

18/11/2015

## 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.
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# 360 CAPITAL OFFICE FUND ARSN 106 453 196

This is Annexure A of 4 pages referred to in Form 603 - Notice of initial substantial holder.

Signature

print name

IAW KELLY

capacity

Company Secretary

sign here

*IAW Kelly*

date

18/11/15

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
17/11/2015	Primary Person	Buy	\$912,170.00	456,085 Ordinary Units	456,085
13/11/2015	Primary Person	Buy	\$26,024.00	13,012 Ordinary Units	13,012
12/11/2015	Primary Person	Buy	\$8,130.00	4,065 Ordinary Units	4,065
11/11/2015	Primary Person	Buy	\$41,106.84	20,607 Ordinary Units	20,607
10/11/2015	Primary Person	Buy	\$129,297.07	64,655 Ordinary Units	64,655
09/11/2015	Primary Person	Buy	\$301,514.07	150,007 Ordinary Units	150,007
02/11/2015	Primary Person	Sell	\$544,147.20	270,720 Ordinary Units	270,720
30/10/2015	Primary Person	Buy	\$255,469.52	128,087 Ordinary Units	128,087
29/10/2015	Primary Person	Buy	\$78,649.58	39,604 Ordinary Units	39,604
28/10/2015	Primary Person	Buy	\$84,843.30	43,000 Ordinary Units	43,000
27/10/2015	Primary Person	Buy	\$56,798.39	28,702 Ordinary Units	28,702
26/10/2015	Primary Person	Buy	\$97,707.89	49,325 Ordinary Units	49,325
23/10/2015	Primary Person	Buy	\$975.10	490 Ordinary Units	490
20/10/2015	Primary Person	Buy	\$43,565.50	22,005 Ordinary Units	22,005
19/10/2015	Primary Person	Buy	\$27,923.00	14,067 Ordinary Units	14,067

16/10/2015	Primary Person	Buy	\$10,057.78	5,113 Ordinary Units	5,113
15/10/2015	Primary Person	Buy	\$8,982.53	4,593 Ordinary Units	4,593
14/10/2015	Primary Person	Buy	\$792.54	403 Ordinary Units	403
13/10/2015	Primary Person	Buy	\$50,902.85	25,728 Ordinary Units	25,728
12/10/2015	Primary Person	Buy	\$2,559.75	1,290 Ordinary Units	1,290
09/10/2015	Primary Person	Buy	\$1,518.53	765 Ordinary Units	765
08/10/2015	Primary Person	Buy	\$136,375.39	68,620 Ordinary Units	68,620
07/10/2015	Primary Person	Buy	\$1,544.33	778 Ordinary Units	778
06/10/2015	Primary Person	Buy	\$16,843.40	8,467 Ordinary Units	8,467
05/10/2015	Primary Person	Buy	\$63,429.32	31,993 Ordinary Units	31,993
02/10/2015	Primary Person	Buy	\$1,049.40	530 Ordinary Units	530
01/10/2015	Primary Person	Buy	\$121,399.74	61,313 Ordinary Units	61,313
30/09/2015	Primary Person	Buy	\$33,952.05	17,100 Ordinary Units	17,100
25/09/2015	Primary Person	Buy	\$385,654.04	193,796 Ordinary Units	193,796
24/09/2015	Primary Person	Buy	\$688.54	346 Ordinary Units	346
23/09/2015	Primary Person	Buy	\$103,930.98	52,245 Ordinary Units	52,245
22/09/2015	Primary Person	Buy	\$102,940.00	51,470 Ordinary Units	51,470
21/09/2015	Primary Person	Buy	\$41,875.79	21,423 Ordinary Units	21,423
17/09/2015	Primary Person	Buy	\$20,177.03	9,915 Ordinary Units	9,915
16/09/2015	Primary Person	Buy	\$23,194.83	11,616 Ordinary Units	11,616
15/09/2015	Primary Person	Buy	\$17,543.84	8,816 Ordinary Units	8,816
10/09/2015	Primary Person	Buy	\$57,894.31	29,321 Ordinary Units	29,321

09/09/2015	Primary Person	Buy	\$132,752.00	66,376 Ordinary Units	66,376
08/09/2015	Primary Person	Buy	\$1,586,412.03	795,194 Ordinary Units	795,194
07/09/2015	Primary Person	Buy	\$130,980.33	65,265 Ordinary Units	65,265
04/09/2015	Primary Person	Buy	\$5,272.00	2,636 Ordinary Units	2,636
03/09/2015	Primary Person	Buy	\$85,043.35	42,532 Ordinary Units	42,532
02/09/2015	Primary Person	Buy	\$2,413.17	1,201 Ordinary Units	1,201
01/09/2015	Primary Person	Buy	\$12,455.97	6,197 Ordinary Units	6,197
31/08/2015	Primary Person	Buy	\$10,341.45	5,145 Ordinary Units	5,145
28/08/2015	Primary Person	Buy	\$53,809.04	26,772 Ordinary Units	26,772
27/08/2015	Primary Person	Buy	\$82,126.59	40,859 Ordinary Units	40,859
26/08/2015	Primary Person	Buy	\$151,664.03	75,658 Ordinary Units	75,658
25/08/2015	Primary Person	Buy	\$43,076.98	21,710 Ordinary Units	21,710
24/08/2015	Primary Person	Buy	\$129,834.89	64,135 Ordinary Units	64,135
21/08/2015	Primary Person	Buy	\$154,377.30	75,306 Ordinary Units	75,306
20/08/2015	Primary Person	Buy	\$243,414.95	118,739 Ordinary Units	118,739
19/08/2015	Primary Person	Buy	\$43,640.40	21,288 Ordinary Units	21,288
18/08/2015	Primary Person	Buy	\$165,334.55	80,651 Ordinary Units	80,651
17/08/2015	Primary Person	Buy	\$26,382.21	12,870 Ordinary Units	12,870
14/08/2015	Primary Person	Buy	\$152,310.90	74,298 Ordinary Units	74,298
13/08/2015	Primary Person	Buy	\$60,341.75	29,435 Ordinary Units	29,435
12/08/2015	Primary Person	Buy	\$2,970.45	1,449 Ordinary Units	1,449
11/08/2015	Primary Person	Sell	\$2,400.32	1,154 Ordinary Units	1,154

06/08/2015	Primary Person	Buy	\$50,938.40	24,848 Ordinary Units	24,848
24/07/2015	Primary Person	Buy	\$53,256.95	25,979 Ordinary Units	25,979
23/07/2015	Primary Person	Buy	\$48,037.65	23,433 Ordinary Units	23,433



# 360 CAPITAL OFFICE FUND ARSN 106 453 196

*This is Annexure B of 3 pages referred to in Form 603 - Notice of initial substantial holder.*

Signature

print name	capacity	Company Secretary
sign here	date	18/11/2015

The following entities represent the Passive Substantial Holders. Each is a related body corporate of the Principal Person or a person that controls a related body corporate of the Principal Person and so an associate of the Primary Person under section 12(2)(a) of the Corporations Act, and therefore a substantial holder in the Company.

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY NO.</u>
Aidem Holdings Pty Limited	161 624 399
Arctic Asia GP general partner of the Arctic Asia Opportunities Fund, L.P.	
Arctic Capital Ltd	
Arctic LES (Ireland) Limited	
Arctic LES (Luxembourg) Sarl	
Australian Financial Times Pty Ltd	003 993 682
Australian Fluorine Chemicals Pty Ltd	000 333 684
Bareage Pty Ltd	060 526 865
Cairnton Pty Ltd	001 735 075
Cairnton Holdings Limited	008 394 134
Captwo Pty Ltd	091 030 929
Castthree Pty Ltd	084 494 619
Casttwo Pty Ltd	084 494 520
Catone Pty Ltd	091 030 910
Cavalane Holdings Pty Ltd	080 695 754
CBG Holding Company Pty Limited	163 161 420
Chermon Pty Ltd	123 039 305
Compress (Hong Kong) Ltd	
Compress (Malaysia) Sdn Bhd	
Compress Cayman, LDC	
Compress Cayman II, LDC	
Compress Cayman III, LDC	
Compress Christchurch Pty Ltd	
Compress Finance BV	
Compress Holdings Pty Ltd	088 047 974
Compress International Finance	
Compress International (Netherlands Antilles) NV	
Compress International (Netherlands Antilles) II NV	
Compress Mauritius Limited	
Compress Securities Pty Limited	160 602 853
Consolidated Custodians International Ltd	
Consolidated Custodians Pty Ltd	008 394 492
Consolidated Gaming Pty Ltd	071 513 409
Consolidated Press Entertainment Pty Ltd	070 506 606
Consolidated Press (Finance) Ltd	001 557 035
Consolidated Press Financial Services Pty Ltd	008 457 869
Consolidated Press (Finance) III Pty Ltd	604 881 030
Consolidated Press Holdings Ltd	008 394 509
Consolidated Press International Limited	
Consolidated Press International Holdings Limited	

<b>PARTY/ENTITY NAME</b>	<b>AUSTRALIAN COMPANY NO.</b>
Consolidated Press Investments Pty Ltd	000 089 118
Consolidated Press Property Pty Ltd	004 160 703
CPH Crown Holdings Pty Limited	603 296 804
CPH Crown Holdings II Pty Limited	608 867 036
Consolidated Press (Finance) II Pty Limited	603 295 834
Consolidated Press (Finance) LLC (USA)	
Cairnton Holdings Bahamas Limited (Bahamas)	
CP International Investments Ltd	
CP International Management Services Limited	
CP International Resources Ltd	
CP International Securities Ltd	
CPH Barbuda Holdings Limited (Bahamas)	
CPH Capital Pty Ltd	096 130 899
CPH Direct Investments Pty Ltd	122 328 652
CPH Fashion Pty Ltd	089 304 941
CPH Gaming I Pty Limited	603 295 674
CPH Gaming II Pty Limited	603 295 923
CPH Gaming III Pty Limited	603 296 162
CPH Gaming IVA Pty Limited	603 296 537
CPH Gaming IVB Pty Limited	603 296 546
CPH Investments Management Pty Limited	092 008 172
CPH Products Pty Limited	106 918 638
CPH Property Pty Limited	000 031 747
CPH Snow Investments Pty Limited	163 335 724
CPH WA Investment Co Pty Limited	129 011 534
DCE America Inc.	
ECS Investment Partners Pty Ltd	166 264 375
Ellerstina Inversiones (Malaysia) Sdn Bhd	
Ellerstina Inversiones SA	
Ellerston Asian Emerging Opportunities Fund	
Ellerston Australian Ex-Top 20 Fund	
Ellerston Australian Small Companies Fund	
Ellerston Australian Share Fund	
Ellerston Australian Market Neutral Fund	
Ellerston Capital Limited	110 397 674
Ellerston Capital (Europe) Limited	
Ellerston Capital (Hong Kong) Limited	
Ellerston Capital (Resources No.1) Limited	
Ellerston Global Equity Managers Offshore Fund	
Ellerston Global Equity Managers Fund	
Ellerston Leisure Pty Limited	608 785 753
Ellerston Onassis Polo Pty Limited	608 392 436
Ellerston Opportunities Pty Ltd	150 851 666
Ellerston Overlay ASF	
Ellerston Pty Ltd	123 039 341
Ellerston Special Opportunities Platform	
Engine Room Management Pty Limited	094 993 585
Engine Room Music Pty Ltd	088 993 104
Holiwest Pty Ltd	082 627 898
Hoyts Cinemas America Limited	
Hoyts Cinemas Argentina Limited	
Hoyts Cinemas Chile Limited	
Hoyts Cinemas Germany GmbH	
Hoyts Cinemas Germany Operations GmbH	
Hoyts Cinemas Operations Pty Ltd	006 530 347
Hoyts Cinemas Overseas Holdings Sdn Bhd	
Hoyts Cinemas (South America) Holdings Limited	
Hoyts Cinemas ( Wood Green ) Limited	
Hoyts Emerging Territories Ltd	
Hoyts Overseas Operations Sdn Bhd	
HUSH Holding Company Inc	
HUSH Holding Subsidiary Inc	

<b><u>PARTY/ENTITY NAME</u></b>	<b><u>AUSTRALIAN COMPANY NO.</u></b>
HUSH Holdings US Inc	
Hyde Park Gardens (Jersey) Limited	
Jadeite Phoenix Pty Limited	164 098 113
Jaslib Pty Ltd	065 059 458
Jasopt Pty Ltd	065 064 164
Jersey Boys LLC	
KPE Multiplextheatre GmbH & Co KG	
Lenvoka Pty Limited	003 274 628
Lustrust Pty Limited	088 937 428
Magenta Investments Ltd	
Murray Leisure Group Pty Limited	000 090 273
Murray Publishers Pty Limited	000 067 998
Nicarby Pty Ltd	086 715 362
Northeast Cinemas, L.L.C.	
Northeast Cinemas (Connecticut) L.L.C.	
Northeast Cinemas (Maryland) L.L.C.	
Northkom Pty Ltd	082 885 961
Northkom I Pty Limited	604 022 899
Northkom Bahamas Limited (Bahamas)	
Nova One Limited	
Nova Two Limited	
Park Street Partners Cayman II Limited	
Park Street SPV 1 (Cayman) Limited	
Perisher Blue Pty Ltd	061 232 488
Perisher Snow Holidays Pty Limited	139 766 993
Pretty Girl Fashion Group Pty Ltd	051 283 900
Raystonel Pty Limited	123 039 270
RatPac Entertainment II, LLC	
RatPac Entertainment , LLC	
Ratpac Development LLC	
Ratpac Documentary Films LLC	
Ratpac Entertainment LLC	
Ratpac Film Fund LLC	
Ratpac Holding LLC	
Ratpac Press LLC	
Ratpac Productions LLC	
Revlake Pty Limited	051 765 818
Ridgegate Pty Limited	058 139 923
Rosgrove Pty Limited	051 649 560
S. One Holding Company Pty Limited	601 640 215
Samenic Limited	066 234 900
Savabow Pty Ltd	084 712 774
SBC Burlington Corp	
ScrumPac Pty Ltd	602 375 253
Silthree Pty Ltd	084 494 575
Siltwo Pty Ltd	084 494 495
Silver City Cinemas, Inc.	
Silver City Holdings, Inc.	
Sonomaco Pty Ltd	169 386 421
Sandpiper Bahamas Limited (Bahamian)	
Taringah Pty Ltd	105 268 862
Toranaga Pty Ltd	056 229 728
Toray Pty Ltd	002 348 503
Treysta Pty Ltd	078 467 080
Wakefield Bahamas Limited	
Water Diviner LLC	
Western Empire Publications Ltd	
W.Lane Pty Ltd	003 115 124
Wombat Enterprises Pty Ltd	003 115 124
Wooltech Pty Limited	010 717 441