



ASX/Media Release

16 September 2016

NOTICE OF ANNUAL GENERAL MEETING 2016

Astro Japan Property Group (ASX: AJA) will hold the combined Annual General Meeting of securityholders of Astro Japan Property Group Limited and Astro Japan Property Trust at 10.00am (Sydney time) on Wednesday, 9 November 2016 at the Sofitel Sydney Wentworth, Hobart Room, Ground Floor, 61-101 Phillip Street, Sydney NSW.

The attached Notice of Meeting and Proxy Form are being despatched to securityholders today. These documents are also available on the home page of AJA's website at www.astrojapanproperty.com.

ENDS

Rohan Purdy
Company Secretary
Phone: +61 2 8987 3903 (Australia)

About Astro Japan Property Group (AJA)

Astro Japan Property Group is a listed property group which invests in the Japan real estate market. It currently holds interests in a portfolio comprising 29 retail, office, residential and hotel properties. Asset management services in Japan are generally undertaken by Spring Investment Co., Ltd.

AJA is a stapled entity comprising Astro Japan Property Trust (ARSN 112 799 854) and Astro Japan Property Group Limited (ABN 25 135 381 663). For further information please visit our website: www.astrojapanproperty.com.

Astro Japan Property Group

Astro Japan Property Group Limited ABN 25 135 381 663
Astro Japan Property Management Limited ABN 94 111 874 563 AFSL 283142
as responsible entity of the Astro Japan Property Trust ARSN 112 799 854

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NOTICE OF MEETING

ANNUAL GENERAL MEETING OF ASTRO JAPAN PROPERTY GROUP LIMITED AND ANNUAL GENERAL MEETING OF ASTRO JAPAN PROPERTY TRUST

Notice is given that the combined Annual General Meeting of stapled securityholders of Astro Japan Property Group Limited (ABN 25 135 381 663) (**Company**) and Astro Japan Property Trust (ARSN 112 799 854) (**Trust**) will be held at 10.00am (Sydney time) on Wednesday, 9 November 2016 at the Sofitel Sydney Wentworth, Hobart Room, Ground Floor, 61-101 Phillip Street, Sydney NSW (**Meeting**).

Additional information concerning the proposed resolutions is contained in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting. In this Notice, the '**Astro Group**' refers to the Company and the Trust.

If you are unable to attend the Meeting you are encouraged to appoint a proxy to attend and vote on your behalf by completing and returning the Proxy Form attached to this Notice. You can direct your proxy how to vote by following the directions on the Proxy Form. Securityholders are encouraged to direct their proxy how to vote on each of the proposed resolutions. The completed Proxy Form must be received by the Astro Group's security registry no later than 10.00am (Sydney time) on Monday, 7 November 2016.

ORDINARY BUSINESS

Item 1: Financial Report – Company and Trust

To receive and consider the Financial Reports, Directors' Reports and Auditor's Reports of the Astro Group for the year ended 30 June 2016.

Note: There is no requirement for securityholders to approve these reports.

Resolution 1: Remuneration Report – Company only

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

"That the Remuneration Report for the year ended 30 June 2016 be adopted."

Note: This resolution is advisory only and does not bind the Directors or the Company, and is subject to voting exclusions as outlined in the notes accompanying this Notice of Meeting.

Resolution 2: Re-Election of Mr Fergus Allan McDonald as a Director – Company only

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

"That Mr Fergus Allan McDonald, being a Director of the Company who retires by rotation in accordance with article 7.1(c) of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Invitation

After the Meeting, all securityholders are invited to join the Directors for light refreshments.

By order of the Boards of Astro Japan Property Group Limited and Astro Japan Property Management Limited (as Responsible Entity of the Astro Japan Property Trust).

Dated: 16 September 2016

A handwritten signature in black ink, appearing to read 'R. Purdy', with a long horizontal flourish extending to the right.

Rohan Purdy
Company Secretary
Astro Japan Property Group Limited (ABN 25 135 381 663); and
Astro Japan Property Management Limited (ABN 94 111 874 563; AFSL 283142) as Responsible Entity of
the Astro Japan Property Trust (ARSN 112 799 854)

NOTES RELATING TO VOTING AND PROXIES

Entitlement to attend and vote at the Meeting

Only registered holders of stapled securities as at 7.00pm (Sydney time) on Monday, 7 November 2016 will be eligible to attend and vote at the Meeting. Accordingly, transfers of stapled securities registered after that time will be disregarded in determining entitlement to attend and vote at the Meeting.

Voting Exclusions

- Resolution 1

The *Corporations Act 2001* (Cth) restricts members of the key management personnel of the Astro Group (which includes each of the directors) (**KMP**) and their closely related parties from voting in some circumstances.

'Closely related party' is defined in the *Corporations Act 2001* (Cth) and includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP.

As Resolution 1 is directly or indirectly related to the remuneration of a member of the KMP, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of:

- members of the KMP (being the directors and other KMP as disclosed in the Company's Remuneration Report); and
- closely related parties of those persons,

as well as any votes cast as a proxy on this Resolution by a member of the KMP at the date of the Meeting and their closely related parties, unless the vote is cast:

- as proxy for a securityholder entitled to vote on Resolution 1, in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting as proxy for a person entitled to vote on Resolution 1 pursuant to an express authorisation to exercise the proxy as the Chairman of the Meeting sees fit (even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP).

Voting Rights

On a show of hands, every person present and entitled to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. Under the Company's Constitution, if a securityholder appoints two proxies or attorneys to vote at the same general meeting, neither proxy nor attorney may vote on a show of hands if more than one proxy or attorney attends.

On a poll:

- in the case of a resolution of the Company, each securityholder present in person or by proxy, attorney or duly appointed corporate representative and entitled to vote, has one vote for each fully-paid security they hold; and
- in the case of a resolution of the Trust, each securityholder present in person or by proxy, attorney or duly appointed corporate representative and entitled to vote, has one vote for each dollar of the value of the securities in the Trust they hold.

If stapled securities are jointly held, only one of the joint holders is entitled to vote. If more than one securityholder votes in respect of jointly held stapled securities, only the vote of the securityholder whose name appears first in the register will be counted.

Majority required

All resolutions are ordinary resolutions and will be passed if more than 50% of votes cast by securityholders present at the Meeting in person or by proxy, attorney or duly appointed corporate representative and entitled to vote on each resolution are cast in favour of the resolution.

Corporate Securityholders

In order to vote at the Meeting (other than by proxy), a corporation that is a securityholder must appoint a person to act as its representative. The appointment must comply with section 250D (for a meeting of the Company) and section 253B (for a meeting of the Trust) of the *Corporations Act 2001* (Cth). The representative must bring to the Meeting evidence of his or her appointment, including any authority under which it was signed.

Proxies

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form that accompanies this Notice of Meeting. A proxy need not be a securityholder and may be an individual or body corporate.

If you are entitled to cast two or more votes, you may appoint two proxies. 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. If you wish to appoint a second proxy, please contact the Astro Group's security registry by telephoning +61 1800 881 098 to obtain a second Proxy Form.

You can direct your proxy how to vote by following the instructions on the Proxy Form. Securityholders are encouraged to direct their proxy how to vote on each resolution (e.g. 'for', 'against' or 'abstain' by ticking the relevant box next to each item of business on the Proxy Form).

Any directed proxies that are not voted on a poll at the Meeting by a securityholder's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

The KMP and their closely related parties will not be able to vote as your proxy on Resolution 1 unless you direct them how to vote, or, if the Chairman of the Meeting is your proxy, you expressly authorise him to vote as he sees fit on Resolution 1. If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) or one of their closely related parties as your proxy, please ensure you direct them how to vote on Resolution 1. If you appoint the Chairman of the Meeting as your proxy, or the Chairman of the Meeting is appointed as your proxy by default, but you do not direct him how to vote on Resolution 1, you will be taken to have expressly authorised the Chairman of the Meeting to vote as he decides.

All Proxy Forms and any power of attorney or other authority (if any) under which it is signed (or a certified copy of it), must be received by the Astro Group's security registry no later than 10.00am (Sydney time), Monday, 7 November 2016, and can be lodged using the enclosed reply paid envelope or by any of the following methods:

- by mail to Astro Japan Property Group, c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235; or
- by hand to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000; or
- by fax to Link Market Services Limited, + 61 2 9287 0309.

Alternatively the Proxy Form may be lodged online at the Astro Group's security registry website www.linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) as shown on your Proxy Form. You will be taken to have signed the Proxy Form if you lodge it in accordance with the instructions provided on the website.

Proxy Forms received after 10.00am (Sydney time), Monday, 7 November 2016 will be invalid.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of Meeting dated 16 September 2016 and contains information about the resolutions set out in the Notice of Meeting.

The Directors recommend that securityholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

ORDINARY BUSINESS

Item 1 - Financial Report

In accordance with the *Corporations Act 2001* (Cth) ('Corporations Act') the Astro Group was required to prepare the following Financial Reports for the year ended 30 June 2016 which will be laid before the Meeting:

- Financial Report of the Astro Japan Property Group ('Astro Group'), which includes the consolidated financial statements of the Astro Group, which comprises the Trust, and the Company and its controlled entity, and a Directors' Report and Auditor's Report, for the year ended 30 June 2016; and
- Financial Report of the Company, which includes the consolidated financial statements of the Company and its controlled entity, and a Directors' Report and Auditor's Report, for the year ended 30 June 2016.

Both Financial Reports are included in the Astro Group Annual Report 2016 which has been sent to securityholders and released to the ASX, and is also available on the home page of the Astro Group's website www.astrojapanproperty.com.

Securityholders are not required to approve the Financial Reports or the Directors' and Auditor's Reports. Securityholders will be provided with a reasonable opportunity as a whole to discuss the financial and other reports and to ask questions about or raise comments on the management and affairs of the Astro Group at the Meeting.

Also, a reasonable opportunity will be given to securityholders as a whole to ask the Astro Group's auditor of the Financial Reports, BDO East Coast Partnership ('Auditor'), questions relevant to the conduct of the audit, the preparation and content of the Auditor's Reports, the accounting policies adopted by the Astro Group in relation to the preparation of its financial statements and the independence of the Auditor in relation to the conduct of the audit.

Securityholders may submit written questions relevant to these matters to the Auditor. If written questions are received, the question list will be made available to securityholders attending the Meeting. The Auditor may answer the questions at the Meeting or table written answers. If written answers are tabled, they will be made available to securityholders after the Meeting.

Please send any written questions for the Auditor:

- to the Astro Group's registered office, Suite 4, Level 10, 56 Pitt Street, Sydney NSW 2000, Attention: Company Secretary;
- by facsimile to the Astro Group, + 61 2 8987 3999; or
- to Link Market Services at the address included in the Notice of Meeting,

by no later than **5.00pm (Sydney Time) on Wednesday, 2 November 2016**.

There is no vote on this item of business.

Resolution 1 – Remuneration Report

The Remuneration Report sets out the Astro Group's remuneration arrangements for Directors and other Key Management Personnel. The Remuneration Report is set out in the Astro Group Annual Report 2016 which has been sent to securityholders and released to the ASX, and is also available on the home page of the Astro Group's website www.astrojapanproperty.com.

The Chairman of the Meeting will allow a reasonable opportunity for securityholders as a whole to ask questions about, or make comments on, the Remuneration Report at the Meeting.

The vote on the Remuneration Report is advisory only, and does not bind the Directors or the Company. The Board of the Company will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

The Directors unanimously recommend that securityholders vote in favour of adopting the Remuneration Report.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

- **Voting Exclusion**

A voting exclusion applies to this resolution, as set out in the Notice of Meeting.

Resolution 2 – Re-Election of Mr Fergus Allan McDonald as a Director

Mr McDonald retires as a Director of the Company in accordance with article 7.1(c) of the Constitution and, being eligible, offers himself for re-election.

Allan has been the Chairman of the Company since its incorporation on 20 March 2009, and is also a member of the Audit, Risk & Compliance Committee and a member of the Remuneration Committee. The Board considers Mr McDonald to be an independent director.

Allan has extensive experience in the investment and commercial banking fields and is presently associated with a number of companies as a consultant and company director. Allan holds a Bachelor of Economics Degree from the University of Sydney and is a Fellow of the Australian Society of Certified Practising Accountants, a Fellow of the Governance Institute of Australia, a Fellow of the Australian Institute of Management and a Fellow of the Australian Institute of Company Directors.

Allan's current directorships include Brookfield Funds Management Limited the responsible entity of Multiplex SITES Trust, and Brookfield Capital Management Limited the responsible entity of Multiplex European Property Fund and Brookfield Prime Property Fund.

The Directors (other than Mr McDonald) unanimously recommend that securityholders vote in favour of this resolution.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

Astro Japan Property Group

Astro Japan Property Group Limited ABN 25 135 381 663
Astro Japan Property Management Limited ABN 94 111 874 563 AFSL 283142
as responsible entity of the Astro Japan Property Trust ARSN 112 799 854

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Astro Japan Property Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1800 881 098 (free call within Australia)

PROXY FORM

I/We being a securityholder(s) of Astro Japan Property Group (**Group**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐

the Chairman of the Meeting (*mark box*)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the combined Annual General Meeting of Astro Japan Property Group Limited (**Company**) and Astro Japan Property Trust (**Trust**) to be held at **10:00am on Wednesday, 9 November 2016 at Sofitel Sydney Wentworth, Hobart Room, Ground Floor, 61-101 Phillip Street, Sydney NSW** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1 as the Chairman sees fit even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company and the Trust if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Remuneration Report

2 Re-Election of Mr Fergus Allan McDonald as a Director

For Against Abstain*

☐ ☐ ☐
☐ ☐ ☐


* 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Group's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Group.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Group's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Group's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Monday, 7 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Astro Japan Property Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**