

# IOF

Investa Office Fund  
comprising  
Armstrong Jones Office Fund (ARSN 090 242 229)  
and  
Prime Credit Property Trust (ARSN 089 849 196)

## Notice of Unitholders' Meeting and Explanatory Memorandum

To be held at 10:30am (Sydney time) on Thursday, 25 October 2012  
at the Sofitel Hotel, Adelaide Room, 61-101 Phillip Street, Sydney NSW 2000

The Directors of Investa Listed Funds Management Limited (other than Dr Dodd who is the subject of the Resolution) unanimously recommend that Unitholders vote in favour of the Resolution.

This is an important document and requires your immediate attention. You should read this document in its entirety before deciding whether to vote in favour of the resolution set out in the Notice of Meeting. The information provided in this Notice of Meeting (including the Explanatory Memorandum) does not constitute financial product advice. If you have any questions regarding the matters set out in this Explanatory Memorandum or the Notice of Meeting, you should consult your investment, tax, legal or other professional adviser. You may call the Unitholder information line on 1300 851 394 (within Australia) or +61 2 8280 7912 (outside Australia) if you have any questions.



# Contents

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Chairman's Letter	02
Notice of Unitholder Meeting	03
Frequently Asked Questions	06
Explanatory Memorandum	07
Appointment of Independent Director	07
Recommendations	08
Glossary	09

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**FURTHER INFORMATION**  
[investa.com.au/IOF](http://investa.com.au/IOF)

IOF

## Chairman's Letter



24 September 2012

Dear Unitholder,

**Investa Office Fund (ASX: IOF) – Notice of Unitholders' Meeting**

On behalf of the Board of Directors of Investa Listed Funds Management Limited, I am pleased to invite you to attend a Unitholders' Meeting of Investa Office Fund (**IOF or the Fund**) comprising the stapled entities Armstrong Jones Office Fund (**AJO**) and Prime Credit Property Trust (**PCP**). The meeting will be held at 10.30am (Sydney time) on Thursday, 25 October 2012 at the Sofitel Hotel, Adelaide Room, 61-101 Phillip Street, Sydney NSW 2000.

The meeting is to consider the re-appointment of Dr Peter Dodd as an Independent Director of Investa Listed Funds Management Limited (**Responsible Entity**), the responsible entity of AJO and PCP. The purpose of the vote is to give Unitholders input into the composition of the Board of the Responsible Entity consistent with the commitment made by the Investa Property Group at the time the appointment of the Responsible Entity as the responsible entity of AJO and PCP was submitted to Unitholders for approval.

At the meeting, a presentation will also be given on the results and activities of the Fund for the financial year ended 30 June 2012, including an update on activities post 30 June 2012.

Details of the resolution are provided in the Notice of Meeting and Explanatory Memorandum accompanying this letter. The Notice of Meeting and Explanatory Memorandum contains important information, including details of the experience and qualifications of Dr Dodd who is standing for re-appointment.

Please read this document carefully in its entirety before making your decision and voting (whether in person, by corporate representative or by proxy) at the Unitholders' Meeting.

**YOUR VOTE IS IMPORTANT**

**The Directors of the Responsible Entity (other than Dr Dodd) unanimously recommend that you vote in favour of the resolution.**

If you are planning to attend the meeting, please RSVP before the close of business on Wednesday 17th October 2012 to assist with planning and catering and to ensure that there is no unnecessary expense to the Fund. You can RSVP by completing and returning the form enclosed with this notice, or by emailing [investorrelations@investa.com.au](mailto:investorrelations@investa.com.au).

If you are not attending the meeting, you may appoint one or two proxies to attend and vote for you. The proxy form, which accompanies this Notice of Meeting, includes instructions on how to vote and appoint a proxy.

The Board of the Responsible Entity encourages feedback from Unitholders on any aspect of the Fund and its business. As such, we invite you to send through your comments or questions by emailing [investorrelations@investa.com.au](mailto:investorrelations@investa.com.au) or by using the form enclosed with this notice, which can be returned in the reply paid envelope provided.

If you have any questions in relation to this Notice of Meeting, you may call the Unitholder information line on 1300 851 394 (within Australia) or +61 2 8280 7912 (outside Australia).

We look forward to seeing you on 25 October 2012.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Deborah Page".

**Deborah Page AM**

Chairman

Investa Listed Funds Management Limited

# Notice of Unitholders' Meeting

Investa Office Fund  
 comprising  
 Armstrong Jones Office Fund (ARSN 090 242 229)  
 and  
 Prime Credit Property Trust (ARSN 089 849 196)

Investa Listed Funds Management Limited (ACN 149 175 655) **(the Responsible Entity)** as Responsible Entity of Armstrong Jones Office Fund (ARSN 090 242 229) **(AJO)** and Prime Credit Property Trust (ARSN 089 849 196) **(PCP)** hereby gives notice that a meeting of the Unitholders of AJO and PCP will be held as follows:

<b>TIME</b>	10.30am (Sydney time)
<b>DATE</b>	Thursday 25 October 2012
<b>PLACE</b>	The Sofitel Hotel Adelaide Room 61-101 Phillip Street Sydney NSW 2000



# 04

## Notice of Unitholders' Meeting continued

### Business of the meeting

Capitalised terms used but not defined in this Notice of Meeting have the meaning given in the Explanatory Memorandum accompanying, and forming part of, this Notice of Meeting.

The formal business of the Meeting will consist of the following:

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#### **FY12 Unitholder Presentation:**

To present the results and activities of the Fund for the financial year ended 30 June 2012, including an update on activities post 30 June 2012.

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#### **Resolution:**

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

"That the continuing appointment of Peter Dodd as a Director of Investa Listed Funds Management Limited for a 3 year term following the date of this Meeting be approved".

The Resolution should be read in conjunction with the Explanatory Memorandum which sets out a detailed explanation of the reasons for the Resolution.

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#### **Entitlement to vote:**

Unitholders registered as holders of Units in each of Armstrong Jones Office Fund and Prime Credit Property Trust as at 7.00pm (Sydney time) on Tuesday 23 October 2012 will be entitled to attend and vote at the Meeting.

Accordingly, transfers of Units registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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#### **Majority required:**

The Resolution is an ordinary resolution and will be passed if more than 50% of the votes cast by Unitholders present or by proxy, and entitled to vote on the Resolution are cast in favour of the Resolution.

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## Notice of Unitholders' Meeting continued

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**Proxies:**

1. Each Unitholder entitled to attend and vote has a right to appoint a proxy, and you may appoint the Chairman of the Meeting as your proxy.
2. If a Unitholder appoints two proxies, the Unitholder may specify the proportion or number of votes each proxy holder is entitled to exercise. Where two proxies are appointed and the appointment does not specify the proportion or number of the Unitholder's votes, each proxy may exercise half of the votes.
3. A proxy need not be a Unitholder.
4. The Proxy Form, which accompanies this Notice of Meeting, includes instructions on how to vote and appoint a proxy.
5. The Chairman intends to vote all undirected proxies in favour of the Resolution.

To ensure that all Unitholders can exercise their right to vote on the Resolution, a Proxy Form is enclosed together with a reply paid envelope. In order to be valid, Proxy Forms should be completed and received by no later than 48 hours before the Meeting (10:30am Sydney time on Tuesday 23 October 2012). The Proxy Form can be lodged using the reply paid envelope or:

- > Online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) in accordance with the Proxy Form;
- > By mailing or faxing to:  
Investa Office Fund  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Fax: +61 2 9287 0309

**Power of Attorney:** to sign the Proxy Form under Power of Attorney, you must lodge the Power of Attorney with IOF's registry, Link Market Services Limited. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to your Proxy Form when you return it.

**Companies:** where the company has a sole director who is also the sole company secretary, the Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise the Proxy Form must be signed by a director with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

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**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 to the Meeting. A form of the certificate may be obtained from IOF's registry, Link Market Services Limited. If such evidence is not received, then the representative will not be permitted to act as a representative at the Meeting.

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By order of the Board of Investa Listed Funds Management Limited as responsible entity of each of Armstrong Jones Office Fund and Prime Credit Property Trust.



Company Secretary  
Investa Listed Funds Management Limited  
24 September 2012

## 06

## Frequently Asked Questions

Question	Answer	Further information
<b>What is the resolution about?</b>	Unitholders are asked to pass a resolution to enable the continuing appointment of Dr Peter Dodd as a Director of the Responsible Entity for a 3 year term.	Notice of Meeting
<b>Why is a vote on the Resolution required?</b>	The purpose of the vote is to give Unitholders input into the composition of the Board of the Responsible Entity, and fulfils a commitment to Unitholders that IPPL made at the time the appointment of the Responsible Entity as the responsible entity of AJO and PCP was submitted to Unitholders for approval.	Explanatory Memorandum section 1.1
<b>What do the Directors recommend?</b>	The Directors (other than Dr Dodd) unanimously recommend that you vote in favour of the Resolution.	Explanatory Memorandum section 2.1
<b>Why are the Directors recommending that I vote in favour of the Resolution?</b>	The Directors are recommending that you vote in favour of the Resolution for the reasons set out in the Explanatory Memorandum.	Explanatory Memorandum section 2.1
<b>What do I need to do?</b>	Carefully read this document and consider the Resolution then vote on the Resolution in the required manner.	–
<b>When and where will the Meeting be held?</b>	The Meeting is to be held at 10:30am (Sydney time) on Thursday, 25 October 2012 at the Sofitel Hotel, Adelaide Room, 61-101 Phillip Street, Sydney NSW 2000.  If unable to attend the Meeting, details for proxy voting are set out in this Notice of Meeting and Proxy Form.	Notice of Meeting
<b>How do I vote?</b>	To vote on the Resolution, you must either attend the Meeting and vote in person or vote by proxy using the Proxy Form attached.	Notice of Meeting
<b>Is it compulsory to vote?</b>	No, although your vote is important and you are encouraged to exercise your right to vote.	Notice of Meeting
<b>What is the required majority for the Resolution to be approved?</b>	The Resolution requires the approval of more than 50% of votes cast by Unitholders present or by proxy and entitled to vote.	Notice of Meeting
<b>Who is and who is not entitled to vote?</b>	Unitholders registered as holders of Units as at 7pm (Sydney time) on Tuesday, 23 October 2012 will be entitled to attend and vote at the Meeting.  The Responsible Entity, which holds approximately 2.8% of the Units in its own capacity, will not vote on the Resolution.	Notice of Meeting
<b>When will the results of the Meeting be known?</b>	The results of the Meeting will be available shortly after the conclusion of the Meeting on Thursday, 25 October 2012 and will be announced to the ASX and made available at <a href="http://www.investa.com.au/IOF">www.investa.com.au/IOF</a> as soon as practicable.	–



# Explanatory Memorandum

This Explanatory Memorandum is intended to provide Unitholders with information about the proposed resolution contained in the accompanying Notice of Meeting. You are encouraged to read this Explanatory Memorandum in full before making any decision in relation to the Resolution.

Please refer to the Glossary in section 3 for the meaning of any capitalised terms used in this Explanatory Memorandum.

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## 1 Appointment of Independent Director

### 1.1 Background

In June 2011, at the time the appointment of the Responsible Entity as the responsible entity of AJO and PCP was submitted to Unitholders for approval, Investa Properties Pty Ltd (**IPPL**), the parent company of the Responsible Entity, committed to provide Unitholders with the opportunity to ratify the appointment of Independent Directors commencing with the 2012 annual meeting of Unitholders.

To give effect to this commitment, IPPL has signed a deed poll dated 14 June 2011 under which it has committed to ensure that each Independent Director of the Responsible Entity will have a term that expires no later than at the conclusion of the general meeting of Unitholders held in the 3rd year after the year in which they were appointed or their re-appointment is approved, unless further 3 year terms are approved by an ordinary resolution of Unitholders.

To avoid all Independent Directors retiring at the same time, IPPL has committed to ensure that one of the three Independent Directors appointed in June 2011 retires at the conclusion of each annual meeting of Unitholders to be held in 2012, 2013 and 2014.

It was determined that Dr Peter Dodd would be the first Independent Director to stand for re-appointment and that his continuing appointment would be submitted to Unitholder approval at the Meeting.

### 1.2 Profile of Dr Peter Dodd

Dr Peter Dodd was appointed as an Independent Director of the Responsible Entity on 14 June 2011 and is Chairman of the Audit and Compliance Committee of the Responsible Entity.

Dr Dodd is an experienced non-executive director with extensive investment banking and financial industry experience. Dr Dodd has over 25 years of senior management experience in both the private sector and higher education institutions. Most recently Dr Dodd was Chief Financial Officer of North American Energy Partners and Deputy Vice-Chancellor and Chief Operating Officer of Macquarie University. Among previous positions held, Dr Dodd was Managing Director and Global Head of Corporate Finance for ABN Amro and Director of Strategy and Development at CSR Limited.

Dr Dodd's further current appointments are as Director and Chair of the Audit Committees of Ausgrid, Endeavour Energy and Essential Energy which are the three NSW Government owned electricity distribution companies, Chairman of Macquarie University Hospital, Director of the Centre for Independent Studies, Director and Chair of the Audit Committee of Collgar Wind Farm Proprietary Limited and a Director of Energy Industries Superannuation Scheme.

Dr Dodd holds a PhD from the University of Rochester and degrees from the Universities of Newcastle and Queensland.

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## Explanatory Memorandum continued

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## 2 Recommendations

### 2.1 Directors' Recommendation

The Directors of the Responsible Entity (other than Dr Dodd who is the subject of the Resolution) unanimously recommend that you vote in favour of the Resolution because of:

- > The valuable contribution of Dr Dodd as an Independent Director and Chairman of the Audit and Compliance Committee of the Responsible Entity;
- > The extensive knowledge and experience that Dr Dodd brings to the Board and the Audit and Compliance Committee; and
- > Dr Dodd's contribution towards the right blend of skills, experience and expertise that the Board seeks to achieve through its membership.

No reasons have been identified by the Directors of the Responsible Entity why Unitholders should vote against the Resolution.

### 2.2 Consequences if the Resolution is passed

If the Resolution is passed, Dr Dodd will be re-appointed as a Director of the Responsible Entity at the conclusion of the Meeting for a 3 year term. He will also continue to act as Chairman of the Audit and Compliance Committee of the Responsible Entity.

### 2.3 Consequences if the Resolution is not passed

If the Resolution is not passed, Dr Dodd will not be re-appointed as a Director of the Responsible Entity. The Responsible Entity will appoint another person to be an Independent Director of the Responsible Entity in accordance with the requirements of its corporate governance framework and the Corporations Act (**Subsequent Appointment**). The Subsequent Appointment will be submitted for approval by Unitholders at the next general meeting, which will be held no more than 12 months after the Subsequent Appointment.

## Explanatory Memorandum continued

### 3 Glossary

Term	Meaning
<b>AJO</b>	Armstrong Jones Office Fund (ARSN 090 242 229)
<b>ASX</b>	ASX Limited
<b>Board</b>	The Board of Directors of the Responsible Entity
<b>Corporations Act</b>	Corporations Act 2001 (Cth)
<b>Directors</b>	The directors of the Responsible Entity
<b>Independent Directors</b>	External directors within the meaning of subsection 601JA(2) of the Corporations Act 2001
<b>IOF or the Fund</b>	Investa Office Fund comprising AJO and PCP
<b>IPPL</b>	Investa Properties Pty Ltd (ACN 084 407 241)
<b>Meeting</b>	The annual general meeting of the Unitholders to be held on 25 October 2012
<b>PCP</b>	Prime Credit Property Trust (ARSN 089 849 196)
<b>Responsible Entity</b>	Investa Listed Funds Management Limited (ACN 149 175 655 AFSL 401414)
<b>Resolution</b>	The resolution contained in the Notice of Meeting
<b>Unit</b>	A stapled security in IOF consisting of one unit in AJO stapled to one unit in PCP or a unit in AJO or PCP, as the context requires
<b>Unitholders</b>	Holders of stapled securities in IOF consisting of units in each of AJO and PCP

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# For any questions Please contact us

If you have any questions about this Notice of Unitholders' Meeting, your unitholding, distribution statements or any change of details, you may call the Unitholder information line on 1300 851 394 (within Australia) or +61 2 8280 7912 (outside Australia).

Should you have any questions regarding the Fund, please call Investor Relations on 1300 130 231 or email: [investorrelations@investa.com.au](mailto:investorrelations@investa.com.au)

More information about the Fund can be accessed and downloaded at [investa.com.au/IOF](http://investa.com.au/IOF)

 [investa.com.au](http://investa.com.au)



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## Investa Listed Funds Management Limited

Level 6 Deutsche Bank Place  
126 Phillip Street  
Sydney NSW 2000 Australia  
Phone: +61 2 8226 9300 Fax: +61 2 9844 9300  
ACN 149 175 655

**INVESTA** 

**INVESTA OFFICE FUND**  
 ARMSTRONG JONES OFFICE FUND ARSN 090 242 229  
 PRIME CREDIT PROPERTY TRUST ARSN 089 849 196  
 RESPONSIBLE ENTITY:  
 INVESTA LISTED FUNDS MANAGEMENT LIMITED  
 ACN 149 175 655 AFSL 401414

**By mail:**  
 Investa Office Fund  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

**By fax:** +61 2 9287 0309

**All enquiries to: Telephone:** 1300 851 394 **Overseas:** +61 2 8280 7912



**X99999999999**

**UNITHOLDER VOTING FORM**

I/We being a member(s) of Investa Office Fund and entitled to attend and vote hereby appoint:

**STEP 1** **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 (excluding the registered unitholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Unitholders Meeting of the Trust to be held at **10:30am on Thursday, 25 October 2012, at the Sofitel Hotel, Adelaide Room, 61-101 Phillip Street, Sydney NSW 2000** and at any adjournment or postponement of the meeting.  
 The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by 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

**STEP 2** **VOTING DIRECTIONS**

**Resolution 1**  
 To re-elect Dr Peter Dodd as a Director

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

\* 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.

**STEP 3** **SIGNATURE OF UNITHOLDERS - THIS MUST BE COMPLETED**

Unitholder 1 (Individual)	Joint Unitholder 2 (Individual)	Joint Unitholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the unitholder. If a joint holding, either unitholder may sign. If signed by the unitholder'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 PROXY FORM

### Your Name and Address

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

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a unitholder of the Trust. A proxy may be an individual or a body corporate.

### 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 units 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 units 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 Trust's unit registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of units 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.
- (b) 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 unitholder 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 Trust's unit registry.

## 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 **10:30am on Tuesday, 23 October 2012**, 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](http://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, unitholders 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:

Investa Office Fund  
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.

If you would like to attend and vote at the Unitholders Meeting, please bring this form with you.  
This will assist in registering your attendance.