

25 October, 2010

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**Redcape Property Fund Limited ABN 44 124 753 733 and  
Redcape Property Trust ARSN 125 526 016**

**Proposed changes to the Board of Directors of Redcape Property Fund Limited  
ABN 44 124 753 733:**

Dear Stapled Security Holder,

We are pleased to enclose the Notice of Annual General Meeting of Redcape to be held on 25 November 2010. We look forward to seeing you on that day.

The business of the Annual General Meeting this year includes the following:

**Proposal and Nomination of Non- Executive Directors:**

Pursuant to the Constitution of Redcape Property Fund Limited, TWH (Qld) Pty Ltd (Receivers and Managers Appointed) being a member of Redcape, has nominated Richard Anthony BARBER and Adam Scott Rennie THATCHER for the office of director of the Company for election at the next Annual General Meeting. Mr Justin Walsh (Ernst & Young, Brisbane) is the Receiver and Manager of TWH (Qld) Pty Ltd in relation to 68,621,439 Redcape securities (approximately 42% of the issued capital of Redcape).

Details of the background and experience of each of the above is contained in the enclosed Notice of Annual General Meeting. Redcape directors unanimously recommend that members vote in favour of the election of Mr Barber and Mr Thatcher.

### **Retirement of a Non-Executive Director:**

Mrs Nerolie Withnall has formally advised the Board that she wishes to resign as a director at the conclusion of the Annual General Meeting of the Company.

In her letter of resignation, Mrs Withnall advised as follows:

*The involvement with Redcape has been a rewarding and interesting experience, but I now wish to move on and concentrate on other things, in particular the increasing work involved in my other 4 public company boards.*

*I believe the time is now right for me to do so, with the following important milestones for the Company and the Fund:*

- *Timely conclusion and lodgement of the financial statements for the year ended 30 June 2010;*
- *Renewal of the bank syndicate funding through to October 2012; and*
- *Proposal for the shareholders to elect 2 new independent non-executive directors.*

The Board appreciates Mrs Withnall's contribution during difficult times over the last three years and wishes her all the best for the future.

### **Annual General Meeting:**

The Annual General Meeting of Redcape Property Fund Limited will be held as follows:

**Date:** Thursday 25 November 2010

**Time:** 12 Noon

**Place:** The Gateway Theatrette  
312 St Kilda Road  
Melbourne VIC 3004

Yours sincerely



**Colin Henson**

Executive Chairman

Redcape Property Fund Limited

**Redcape Property Fund Limited** ABN 44 124 753 733

**Redcape Property Trust** ARSN 125 526 016

## Notice of Annual General Meeting of Redcape Property Fund Limited and Explanatory Notes

## Notice of Meeting of Redcape Property Trust

**Date:** Thursday 25 November 2010

**Time:** 12 noon

**Place:** The Gateway Theatre  
312 St Kilda Rd  
Melbourne, Victoria, 3004

**Redcape Property Fund Limited ABN 44 124 753 733**  
**Redcape Property Trust ARSN 125 526 016**

Dear Member

The Annual General Meeting (AGM) of Redcape Property Fund Limited (**Company**) and a meeting of Redcape Property Trust (**Trust**) will be held at the following place and time:

**The Gateway Theatre,**  
**312 St Kilda Rd,**  
**Melbourne, Victoria,**  
**on Thursday, 25 November 2010 at 12 noon.**

The meetings will begin at 12 noon, with registration available from 11:30am.

**Business and voting at the Meeting of the Company**

The Notice of Meeting and Explanatory Notes set out the items of business for the Company's AGM. Please take the time to read these documents. It is not compulsory to vote at the AGM. However, if you would like to vote on the items of business outlined in the Notice, you may attend the AGM or appoint a proxy to vote for you at the meeting using the enclosed Proxy Form.

**Meeting of the Trust**

There is no formal business to be conducted at the meeting of the Trust. However, there will be a general discussion of the Trust's business and members will be given the opportunity to ask questions.

**Easy Registration at the AGM**

The Proxy Form for the AGM of the Company contains a barcode to assist with the registration process. If you are attending the AGM, please bring this bar-coded form with you.

If you are not attending the AGM, I would encourage you to complete the Proxy Form and return it to us in the enclosed reply paid envelope, to reach us **by 12 noon on Tuesday, 23 November 2010.**

I look forward to welcoming you at the meetings and would also like to extend an invitation to members to stay behind after the meetings for light refreshments.

Yours sincerely



Colin Henson

Executive Chairman

**Redcape Property Fund Limited**



Michael Britton

Director

**The Trust Company (RE Services)**  
**Limited as responsible entity of the Trust**

# Notice of Annual General Meeting of Redcape Property Fund Limited and Notice of Meeting of Redcape Property Trust

The Annual General Meeting (AGM) of members of Redcape Property Fund Limited ABN 44 124 753 733 (**Company**) and a meeting of Redcape Property Trust ARSN 125 526 016 (**Trust**) will be held at:

**The Gateway Theatre,  
312 St Kilda Rd,  
Melbourne, Victoria,  
on Thursday, 25 November 2010 at 12 noon.**

There is no formal business to be conducted at the meeting of the Trust. However there will be a general discussion of the Trusts' business and members will be given the opportunity to ask questions.

## Agenda of AGM of the Company

### Defined Terms

Unless the context otherwise requires, capitalised terms used in this Notice of Meeting have the meaning given to them in the Explanatory Notes accompanying this Notice of Meeting.

## Business

### 1. Company Financial Reports

To receive and consider the Company's financial report, directors' report and auditor's report in respect of the financial year that ended on 30 June 2010.

### 2. Re-election of Company Director

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

#### **Resolution – Re-election of Colin Henson as a Director of the Company**

'That Colin Henson who retires as a Director by rotation, being eligible and having offered himself for re-election as a Director in accordance with Clause 64.1 of the Company's constitution, be re-elected as a Director.'

### 3. Election of Richard Anthony Barber as Company Director

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

#### **Resolution – Election of Richard Anthony Barber as Company Director**

'That Richard Anthony Barber be elected as a Director, having been nominated by TWH (Qld) Pty Ltd (Receivers and Managers Appointed) ACN 124 637 716, a member of the Company, in accordance with Clause 65 of the Company's constitution.'

**4. Election of Adam Scott Rennie Thatcher as Company Director**

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

**Resolution – Election of Adam Scott Rennie Thatcher as Company Director**

'That Adam Scott Rennie Thatcher be elected as a Director, having been nominated by TWH (Qld) Pty Ltd (Receivers and Managers Appointed) ACN 124 637 716, a member of the Company, in accordance with Clause 65 of the Company's constitution.'

**5. Adoption of Company Remuneration Report.**

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

**Resolution - Remuneration Report**

'That the Company's Remuneration Report for the financial year ended 30 June 2010 be adopted.'

Please note that the vote on this item is advisory only and does not bind the Directors of the Company or the Company itself.

By Order of the Board



Russell Daly

Company Secretary

**Redcape Property Fund Limited**

7 October 2010

# Explanatory Notes on Items of Business of the Company

## Item 1: Company's Financial Reports

The following reports of Redcape Property Fund Limited (**Company**) in respect of the financial year ended on 30 June 2010 will be laid before the Annual General Meeting (**AGM**):

- the financial report, including the financial statements and directors' declaration;
- the directors' report; and
- the auditor's report.

The financial reports, the directors' report and the auditor's report are included in the Company's Annual Report which has been distributed to members with the Annual Financial Report.

The Company's Annual Report and the Annual Financial Report are also available on its website at [www.redcape.com.au](http://www.redcape.com.au)

Members will be given a reasonable opportunity at the meeting to ask questions and make comments on those reports and the business, operations and management of the Company and Redcape Property Trust (**Trust**), together known as the RPF Fund.

Members are not required to vote on the financial reports or the directors' and auditor's report.

## Item 2: Re-election of Company Director

Pursuant to Clause 64.1 of the Company's constitution, one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to one third) must retire from office at each Annual General Meeting. The directors retire by rotation, with the directors who have been the longest in office being the directors who must retire in any year. The Managing Director, namely, Peter Armstrong is not included in calculating the number of directors who must retire.

Colin Henson retires as a Director by rotation and being eligible, offers himself for re-election as a Director in accordance with Clause 64.1 of the Company's constitution.

### **Colin Henson FCPA Dip Law (BAB), FCIS, FCIM, FAICD**



Mr Henson's career exceeds 35 years in senior corporate positions with many years in fixed term company reconstruction roles. He has been involved in a range of industries but importantly a substantial period in brewing, wine and pubs.

Mr Henson was initially appointed as a Non-Executive Director and Chairman of RPF in June 2007. The decline in property values over the last 2 years and the consequent financial difficulties experienced by RPF resulted in a steady increase in Mr Henson's involvement in the day to day operations of RPF. Having regard to Mr Henson's finance, pub and corporate reconstruction experience, the Board appointed Mr Henson as Executive Chairman on 1 July, 2009 and in this capacity he has worked with management in relation to financial and corporate strategic matters.

In addition to his involvement in RPF, Mr Henson is currently the Non-Executive Chairman of Videlli Limited and Non-Executive Chairman of BHA Holdings Pty Ltd.

**The Directors (ie excluding Colin Henson) unanimously recommend that members vote in favour of the Resolution to re-elect Colin Henson as a Director.**

### **Item 3: Election of Richard Anthony Barber as Company Director**

Pursuant to Clause 65 of the Company's constitution, a person is not eligible for election as a Director at a general meeting unless the person is proposed as a candidate by a member and the proposing member leaves a notice at the Company office nominating the candidate for the office of Director and includes the signed consent from the candidate. The notice must be left at the Office not less than 35 Business Days before the relevant general meeting.

On the 6 October 2010, the Company received a nomination from TWH (Qld) Pty Ltd (Receivers and Managers Appointed) ACN 124 637 716, a member of the Company, that Richard Anthony Barber be elected as a Director and a signed consent from Richard Anthony Barber.

Pursuant to Clause 61.3 of the Company's constitution, the Company may appoint a person as a Director by resolution passed in general meeting.

TWH has provided the Company with the following details regarding their nominee, Richard Anthony Barber:

**'Richard A Barber CA (Retired) (Age 66)**

#### **Current Activities**

Director since 2004 of Queensland Resources Council Ltd

Represent Santos/TOGA P/L (Santos Coal Seam Gas Interests).

Chairman Corporate Governance and Audit Committee

Member Skills, Education and Training Committee

Member Energy & Climate Change Committee

Consult to large private interests servicing the Coal Seam Gas industry in Queensland, and other industries.

Operate cattle property in Northern New South Wales fattening cattle.

#### **Previous Occupations**

General Manager, Tipperary Oil & Gas (Australia) Pty Ltd January 1999 to October 2005.

Director, Tipperary Oil & Gas (Australia) Pty Ltd September 2001 to October 2005. Acquired by Santos Ltd November 2005.

Retired as a senior partner of PricewaterhouseCoopers in December 1998. Involved 38 years experience in public accounting, including public and private company audits, taxation and business advice. In the period 1985 to 1998 focused on the areas of business advice and business turnaround including many formal appointments by Courts and Mortgagees to both publicly listed and large private companies.

During the period 1987 to 1996 was National Director of Corporate Recovery Price Waterhouse Australasia, being responsible for the corporate recovery practices of Price Waterhouse in the Australasian region. This also involved membership on Price Waterhouse World Firm Corporate Recovery Advisory Group.'





Members are being asked to consider the election of Richard Anthony Barber as a Director of the Company.

**The Directors unanimously recommend that members vote in favour of the Resolution to elect Richard Anthony Barber as a Director.**

#### **Item 4: Election of Adam Scott Rennie Thatcher as Company Director**

Pursuant to Clause 65 of the Company's constitution, a person is not eligible for election as a Director at a general meeting unless the person is proposed as a candidate by a member and the proposing member leaves a notice at the Company office nominating the candidate for the office of Director and includes the signed consent from the candidate. The notice must be left at the Office not less than 35 Business Days before the relevant general meeting.

On the 6 October 2010, the Company received a nomination from TWH (Qld) Pty Ltd (Receivers and Managers Appointed) ACN 124 637 716, a member of the Company, that Adam Scott Rennie Thatcher be elected as a Director and a signed consent from Adam Scott Rennie Thatcher.

Pursuant to Clause 61.3 of the Company's constitution, the Company may appoint a person as a Director by resolution passed in general meeting.

TWH has provided the Company with the following details regarding their nominee, Adam Scott Rennie Thatcher:

'Adam is a corporate and commercial lawyer with over 25 years experience. He was a partner at one of Australia's leading law firms, Allens Arthur Robinson until the end of 2009. During his 20 years as a partner he specialised in finance, infrastructure and corporate recovery as well as general commercial law. Adam has worked on many matters involving hotels, pubs, resorts and tourist facilities. He was on the committee of the Banking and Financial Services Law Association and a director of the Infrastructure Association of Queensland. He is currently a director of the Bluewater Property Trust, a syndicated property investment company'.



Members are being asked to consider the election of Adam Scott Rennie Thatcher (current age 48) as a Director of the Company.

**The Directors unanimously recommend that members vote in favour of the Resolution to elect Adam Scott Rennie Thatcher as a Director.**

## **Item 5: Company's Remuneration report**

Directors of listed companies, such as the Company, are required to provide detailed disclosures of director and senior executive remuneration in their directors' reports. These disclosures are set out in the remuneration report (which forms part of the directors' report) in Note 29 of the Company's Annual Report 2010.

As mentioned above, members can access a copy of the Annual Report on the Company's website at [www.redcape.com.au](http://www.redcape.com.au).

Printed copies of the Annual Report have been sent to those members who elected to receive a copy in this form and the Annual Report will be presented to the AGM.

The remuneration report includes:

- discussion of the board's policy in relation to the nature and level of remuneration of the directors, chief executive officer and key management personnel of the Company;
- discussion of the relationship between the board's remuneration policy and the Company's performance over the five financial years up to and including the year ended 30 June 2010;
- information about performance hurdles applicable to the short-term and long-term incentive components of the remuneration of the chief executive officer and key management personnel; and
- details of the remuneration provided to the non-executive directors and key management personnel for the year ended 30 June 2010.

There will be a reasonable opportunity for members at the meeting to comment on, and ask questions about, the remuneration report.

The vote on this Resolution is advisory only and will not bind the directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

**The Directors unanimously recommend that members vote in favour of this Resolution.**

# Explanatory Notes concerning the Company's meeting

## Determination of entitlements to attend and vote at the meeting

Redcape Property Fund Limited (**Company**) has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the shares of the Company that are quoted on the Australian Stock Exchange as at **7.00pm (Eastern Standard Time) on Tuesday, 23 November 2010** will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting.

## Voting by proxy

A member who is entitled to attend and vote at the meeting may appoint a proxy.

A member who is entitled to cast two or more votes may appoint two proxies. If two proxies are appointed, the appointment of the proxy may specify the number or proportion of that member's votes that each proxy may exercise. If two proxies are appointed and the appointment does not specify the number or proportion of votes each proxy may exercise, each proxy may exercise half of the member's votes on a poll.

A proxy need not be a member.

To be effective, the proxy form, and if the form is signed by the member's attorney, the authority under which the proxy form is signed (or certified copy of the authority), must be received by or on behalf of the Company no later than 12 noon Tuesday, 23 November 2010.

**Proxies may be lodged with the Company by its share registry, Computershare Investor Services Pty Limited, at Level 19, 307 Queen Street, Brisbane Queensland 4000, Fax: 1800 763 447 (with Australia) or +61 3 9473 2555 (outside Australia).**

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote or abstain from voting in their capacity as proxy. If the proxy's appointment directs the proxy how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If the proxy's appointment does not direct the proxy how to vote on an item of business, the proxy may vote as he or she thinks fit on that item.

If a member appoints the chair of the meeting as the member's proxy and does not specify how the chair is to vote on an item of business, the chair will vote, as proxy for that member, in favour of that item on a poll.



**Redcape Property Fund**  
ARSN 125 526 016

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

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**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 552 270  
(outside Australia) +61 3 9415 4000

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**

- ☒ **Cast your proxy vote**
- ☒ **Access the annual report**
- ☒ **Review and update your securityholding**

**Your secure access information is:**

**Control Number: 999999**

**SRN/HIN: I9999999999**



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



**For your vote to be effective it must be received by 12 noon (Melbourne time) Tuesday 23 November 2010**

### 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 Company.**

### Signing Instructions for Postal Forms

**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.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

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 Redcape Property 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, as the proxy sees fit) at the Annual General Meeting of Redcape Property Fund to be held at The Gateway Theatre, 312 St Kilda Rd, Melbourne, Victoria on Thursday, 25 November 2010 at 12 noon and at any adjournment 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.

2. Re-election of Colin Henson as a Director of the Company
3. Election of Richard Anthony Barber as a Director of the Company
4. Election of Adam Scott Rennie Thatcher as a Director of the Company
5. Adoption of Remuneration Report

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

The Chairman of the Meeting intends to vote undirected proxies in favour of 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 / /

R P F

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Computershare +