



**MacarthurCook Investment Managers (Asia) Limited**  
(Company Registration No. 200615904N)

Manager of MacarthurCook Industrial REIT  
1 Raffles Place, #21-01 OUB Centre, Singapore 048616  
Tel: (65) 6309 1050 Fax: (65) 6534 3942

(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 5 December 2006 (as amended))

## **SGX Announcement**

**26 August 2009**

### **MacarthurCook Limited – AIMS Compulsory Acquisition**

Please find attached a media release and ASIC Form 6021 released by AIMS Securities Holdings Pty Ltd on the Australian Securities Exchange (ASX) today.

For further information, contact:

#### **MacarthurCook Investment Managers (Asia) Limited**

**Mr Lawrence Mendelowitz**

Chief Executive Officer

MacarthurCook Asia

Tel: + 65 6309 1050

**Mr Nicholas McGrath**

Chief Executive Officer

MacarthurCook Investment Managers (Asia) Limited

Tel: + 65 6309 1050

#### **About MacarthurCook:**

*MacarthurCook Limited (MCK) is an Australian Securities Exchange (ASX) listed company with offices in Australia and Singapore, specialising in the investment management of direct property, real estate securities and mortgage assets.*

*MacarthurCook manages over A\$1.1 billion on behalf of over 21,000 investors as at 31 May 2009. MacarthurCook is a quality endorsed company (ISO 9001:2008 international standard accreditation), and is the investment manager for MacarthurCook Industrial REIT, MacarthurCook Industrial Property Fund, MacarthurCook Office Property Trust, MacarthurCook Mortgage Fund, Advance Mortgage Fund, MacarthurCook Property Securities Fund, Advance Property Securities Fund and the RMR Asia Pacific Real Estate Fund.*

*The MacarthurCook Property Securities Fund is listed on the ASX and the Singapore Exchange. The MacarthurCook Industrial Property Fund is listed on the ASX. The MacarthurCook Industrial REIT is listed on the Singapore Exchange. The RMR Asia Pacific Real Estate Fund is listed on the American Stock Exchange.*

#### **About AIMS Financial Group:**

*Established in 1991, AIMS Financial Group is an Australian company with a solid track record and enviable reputation in the mortgage and securitisation markets. It has expanded to become an international financial group focusing on funds management, real estate investment, securitisation and mortgage lending.*

*With offices across Australia and China and highly qualified, professional and experienced cross-cultural teams, AIMS Financial Group bridges the gap between Australia and China in various markets, especially in real estate, resources, technology, infrastructure, banking and financial services.*



25 August 2009

MEDIA & ASX RELEASE  
FOR IMMEDIATE RELEASE

### COMPULSORY ACQUISITION OF REMAINING MACARTHURCOOK SHARES

The takeover offer made by AIMS Securities Holding Pty Ltd (**AIMS**) for all of the ordinary shares in MacarthurCook Limited (**MacarthurCook**) (**Offer**) closed at 7:00pm (Sydney time) on 28 July 2009.

AIMS today gave notice to the Australian Securities and Investments Commission and Australian Securities Exchange (**ASX**) that AIMS will proceed with the compulsory acquisition of the remaining MacarthurCook shares. AIMS will ask the MacarthurCook Board to proceed with the de-listing of MacarthurCook from the ASX.

AIMS decided to proceed to compulsory acquisition recognising the overwhelming level of acceptances which had been received under its Offer, which resulted in AIMS (and its associates) having a relevant interest in 91.68% of the ordinary shares in MacarthurCook at the close of the Offer.

In its bidder's statement, AIMS had contemplated that it would retain the listing of MacarthurCook, irrespective of the level of acceptances. However, as a result of the high level of acceptances under the Offer, there has been minimal trading in the MacarthurCook shares on the ASX since the Offer closed. It is likely that there will continue to be very limited liquidity in the MacarthurCook shares and ultimately, it may not be possible to maintain the spread of shareholders required to maintain a listing on the ASX.

In addition, the directors of MacarthurCook still believe that it will be necessary to raise additional capital for the business of MacarthurCook, and this capital raising may be dilutive to the remaining MacarthurCook minority shareholders.

Notwithstanding that it will no longer be listed on the ASX, MacarthurCook will continue to maintain the highest standards and disciplines with regard to its approach to managing funds on behalf of investors, corporate governance, social responsibility and disclosure.

AIMS CEO and Chairman George Wang said that AIMS had been very pleased with the success of the Offer and that MacarthurCook, with the backing of AIMS, will continue to work closely with all stakeholders to maintain mutually beneficial relationships.

#### Impact on other MacarthurCook ASX and SGX listed funds

MacarthurCook is the parent company of MacarthurCook Fund Management Limited, the responsible entity of the MacarthurCook Industrial Property Fund (**ASX: MIF**) and the MacarthurCook Property Securities Fund (**ASX: MPS**).

MacarthurCook is also the majority owner of MacarthurCook Investment Managers (Asia) Limited, which is the manager of the MacarthurCook Industrial REIT (**SGX: MacCooklReit**)

AIMS Securities Holdings Pty Limited    [www.aims.com.au](http://www.aims.com.au)    ACN 137 063 113  
Level 16, Central Square, 323 Castlereagh Street, Sydney NSW 2000    Tel: (61-2) 9217 2727    Fax: (61-2) 9217 2701

SYDNEY    MELBOURNE    BRISBANE    CHINA    HONGKONG





Unitholders of each of MacarthurCook Industrial Property Fund, MacarthurCook Property Securities Fund and MacarthurCook Industrial REIT can be assured that the compulsory acquisition procedure has no direct impact or relevance to the operation of either of those listed entities.

#### **Compulsory acquisition procedure**

A formal notice of compulsory acquisition will be posted to those shareholders of MacarthurCook who did not accept the Offer or have acquired shares on the ASX since this date. Further information relating to the compulsory acquisition of the MacarthurCook employee options will also be forthcoming.

Recognising the dispatch of a formal notice under section 661B(1)(c) of the *Corporations Act 2001* (Cth), MacarthurCook will liaise with the ASX in relation to the suspension of MacarthurCook shares from quotation on the ASX, pending de-listing of the company.

#### *About AIMS Financial Group*

*Established in 1991, AIMS Financial Group is an Australian company with a solid track record and enviable reputation in the mortgage and securitisation markets. It has expanded to become an international financial group focusing on funds management, real estate investment, securitisation and mortgage lending.*

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*Further information about AIMS can be found at [www.aims.com.au](http://www.aims.com.au).*

Level 36, Grosvenor Place  
225 George Street  
Sydney NSW 2000  
Australia

## Blake Dawson

T 61 2 9258 6000  
F 61 2 9258 6999  
DX 355 Sydney

Locked Bag No 6  
Grosvenor Place  
Sydney NSW 2000  
Australia

[www.blakedawson.com](http://www.blakedawson.com)

The Manager  
Company Announcements Office  
ASX Limited  
(BY FACSIMILE: 1300 135 638)

25 August 2009

Dear Sir / Madam

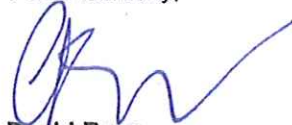
**Takeover offer by AIMS Securities Holdings Pty Ltd (AIMS) for  
MacarthurCook Limited (MacarthurCook)**

We act for AIMS in relation to its off-market takeover bid for the ordinary shares  
in MacarthurCook.

We **enclose** a copy of an ASIC Form 6021 (Notice of compulsory acquisition  
following takeover bid) dated 25 August 2009 (the **Notice**) and an accompanying cover letter to be  
sent to remaining shareholders of MacarthurCook in accordance with section 661B(1)(d) of the  
*Corporations Act 2001* (Cth).

The Notice was today lodged with the Australian Securities and Investments Commission. The  
Notice and Letter will be sent, on Wednesday 26 August 2009, to those shareholders of  
MacarthurCook who did not accept the offer on or prior to the closing date of 28 July 2009.

Yours faithfully,



**David Ryan**  
Partner  
T 61 2 9258 5960  
[david.ryan@blakedawson.com](mailto:david.ryan@blakedawson.com)

**Partner**  
David Ryan  
T 61 2 9258 5960  
[david.ryan@blakedawson.com](mailto:david.ryan@blakedawson.com)

**Contact**  
Brody Clarke  
T 61 2 9258 6809  
[brody.clarke@blakedawson.com](mailto:brody.clarke@blakedawson.com)

ASIC registered agent number 139  
lodging party or agent name Blake Dawson - Brody Clarke  
office, level, building name or PO Box no Locked Bag No 6 Grosvenor Place  
street number & name  
suburb/city SYDNEY state/territory NSW postcode 2000  
telephone 61 2 9258 6000  
facsimile 61 2 9258 6999  
DX number DX355 suburb/city SYDNEY  
Ref 02-2006-5963

ASS. ☐ REQ-A ☐  
CASH. ☐ REQ-P ☐  
PROC ☐

Australian Securities &amp; Investments Commission

form **6021**

Corporations Act 2001  
661B(1)(a)

Notice of  
**compulsory acquisition  
following takeover bid**

To The shareholder whose name and address appears on the letter accompanying this notice.

Securities of MacarthurCook Limited (ABN 64 009 110 463) (the Company)

- Under an Off Market Bid offers were made by AIMS Securities Holdings Pty Ltd (ACN 137 063 113) (the Bidder) in respect of the acquisition of all of the ordinary shares in the Company. The offers closed at 7:00pm (Sydney time) on 28 July 2009.
- You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.
- The Bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 (the Act) that the Bidder has become entitled pursuant to subsection 661A(1) of the Act to compulsorily acquire your securities and desires to acquire those securities.
- Under section 661D of the Act, you have the right, by notice in writing given to the Bidder within one month after this notice is lodged with ASIC, to ask the Bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.
- Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.
- The Bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before the end of the offer period.
- Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 5 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the Bidder must comply with paragraph 6 of this notice.

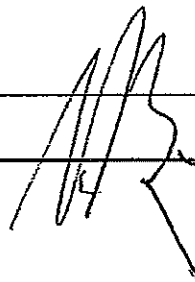
**Signature**

print name George Wang

capacity Director

sign here

date 25 / 08 / 2009





**AIMS**

25 August 2009

[insert name]  
[insert address]  
[insert address]

Dear MacarthurCook Shareholder

**Outstanding ordinary shares in MacarthurCook Limited (MacarthurCook)**

As set out in its bidder's statement dated 29 May 2009, AIMS Securities Holdings Pty Ltd (AIMS) made a takeover bid (the **Offer**) to acquire all of the ordinary shares in MacarthurCook.

The offer period closed at 7:00pm (Sydney time) on 28 July 2009.

As at 28 July 2009, AIMS (and its associates) had a relevant interest in more than 90% of the shares in MacarthurCook.

AIMS has decided to exercise its rights under section 661A of the *Corporations Act 2001* (Cth) to proceed with the compulsory acquisition of the remaining MacarthurCook shares.

According to MacarthurCook's share registry, you hold MacarthurCook shares and have not yet accepted the Offer. You will find an ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) **enclosed** with this letter. This sets out the compulsory acquisition procedure and your rights.

The compulsory acquisition of your MacarthurCook shares will be on the same terms of the Offer (that is, cash consideration of \$0.43 cents per ordinary MacarthurCook share). On completion of the compulsory acquisition procedure, AIMS will pay to MacarthurCook the consideration for your MacarthurCook shares. You will then be entitled to claim the consideration from MacarthurCook.

Please note that you do not need to sign or return the enclosed notice. In due course MacarthurCook will send you a letter which will set out details for the method to claim payment of the cash consideration payable to you upon compulsory acquisition of your MacarthurCook shares.

Yours sincerely

George Wang  
CEO and Chairman of AIMS Securities Holdings Pty Ltd